

B1 (Official Form 1)(4/10)

United States Bankruptcy Court Western District of North Carolina		Voluntary Petition	
Name of Debtor (if individual, enter Last, First, Middle): Poppies, A Gourmet Farmers Market, Inc.		Name of Joint Debtor (Spouse) (Last, First, Middle):	
All Other Names used by the Debtor in the last 8 years (include married, maiden, and trade names):		All Other Names used by the Joint Debtor in the last 8 years (include married, maiden, and trade names):	
Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN) No./Complete EIN (if more than one, state all) 20-2506034		Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN) No./Complete EIN (if more than one, state all)	
Street Address of Debtor (No. and Street, City, and State): 1 Market Street Brevard, NC <div style="text-align: right;">ZIP Code 28712</div>		Street Address of Joint Debtor (No. and Street, City, and State): <div style="text-align: right;">ZIP Code</div>	
County of Residence or of the Principal Place of Business: Transylvania		County of Residence or of the Principal Place of Business:	
Mailing Address of Debtor (if different from street address): <div style="text-align: right;">ZIP Code</div>		Mailing Address of Joint Debtor (if different from street address): <div style="text-align: right;">ZIP Code</div>	
Location of Principal Assets of Business Debtor (if different from street address above):			
Type of Debtor (Form of Organization) (Check one box) <input type="checkbox"/> Individual (includes Joint Debtors) <i>See Exhibit D on page 2 of this form.</i> <input checked="" type="checkbox"/> Corporation (includes LLC and LLP) <input type="checkbox"/> Partnership <input type="checkbox"/> Other (If debtor is not one of the above entities, check this box and state type of entity below.)	Nature of Business (Check one box) <input type="checkbox"/> Health Care Business <input type="checkbox"/> Single Asset Real Estate as defined in 11 U.S.C. § 101 (51B) <input type="checkbox"/> Railroad <input type="checkbox"/> Stockbroker <input type="checkbox"/> Commodity Broker <input type="checkbox"/> Clearing Bank <input checked="" type="checkbox"/> Other Tax-Exempt Entity (Check box, if applicable) <input type="checkbox"/> Debtor is a tax-exempt organization under Title 26 of the United States Code (the Internal Revenue Code).	Chapter of Bankruptcy Code Under Which the Petition is Filed (Check one box) <input type="checkbox"/> Chapter 7 <input type="checkbox"/> Chapter 9 <input checked="" type="checkbox"/> Chapter 11 <input type="checkbox"/> Chapter 12 <input type="checkbox"/> Chapter 13 <input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Main Proceeding <input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Nonmain Proceeding Nature of Debts (Check one box) <input type="checkbox"/> Debts are primarily consumer debts, defined in 11 U.S.C. § 101(8) as "incurred by an individual primarily for a personal, family, or household purpose." <input checked="" type="checkbox"/> Debts are primarily business debts.	
Filing Fee (Check one box) <input checked="" type="checkbox"/> Full Filing Fee attached <input type="checkbox"/> Filing Fee to be paid in installments (applicable to individuals only). Must attach signed application for the court's consideration certifying that the debtor is unable to pay fee except in installments. Rule 1006(b). See Official Form 3A. <input type="checkbox"/> Filing Fee waiver requested (applicable to chapter 7 individuals only). Must attach signed application for the court's consideration. See Official Form 3B.		Chapter 11 Debtors Check one box: <input checked="" type="checkbox"/> Debtor is a small business debtor as defined in 11 U.S.C. § 101(51D). <input type="checkbox"/> Debtor is not a small business debtor as defined in 11 U.S.C. § 101(51D). Check if: <input checked="" type="checkbox"/> Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,343,300 (<i>amount subject to adjustment on 4/01/13 and every three years thereafter</i>). Check all applicable boxes: <input type="checkbox"/> A plan is being filed with this petition. <input type="checkbox"/> Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).	
Statistical/Administrative Information <input checked="" type="checkbox"/> Debtor estimates that funds will be available for distribution to unsecured creditors. <input type="checkbox"/> Debtor estimates that, after any exempt property is excluded and administrative expenses paid, there will be no funds available for distribution to unsecured creditors.		THIS SPACE IS FOR COURT USE ONLY	
Estimated Number of Creditors <input type="checkbox"/> 1-49 <input checked="" type="checkbox"/> 50-99 <input type="checkbox"/> 100-199 <input type="checkbox"/> 200-999 <input type="checkbox"/> 1,000-5,000 <input type="checkbox"/> 5,001-10,000 <input type="checkbox"/> 10,001-25,000 <input type="checkbox"/> 25,001-50,000 <input type="checkbox"/> 50,001-100,000 <input type="checkbox"/> OVER 100,000			
Estimated Assets <input type="checkbox"/> \$0 to \$50,000 <input type="checkbox"/> \$50,001 to \$100,000 <input checked="" type="checkbox"/> \$100,001 to \$500,000 <input type="checkbox"/> \$500,001 to \$1 million <input type="checkbox"/> \$1,000,001 to \$10 million <input type="checkbox"/> \$10,000,001 to \$50 million <input type="checkbox"/> \$50,000,001 to \$100 million <input type="checkbox"/> \$100,000,001 to \$500 million <input type="checkbox"/> \$500,000,001 to \$1 billion <input type="checkbox"/> More than \$1 billion			
Estimated Liabilities <input type="checkbox"/> \$0 to \$50,000 <input type="checkbox"/> \$50,001 to \$100,000 <input type="checkbox"/> \$100,001 to \$500,000 <input type="checkbox"/> \$500,001 to \$1 million <input checked="" type="checkbox"/> \$1,000,001 to \$10 million <input type="checkbox"/> \$10,000,001 to \$50 million <input type="checkbox"/> \$50,000,001 to \$100 million <input type="checkbox"/> \$100,000,001 to \$500 million <input type="checkbox"/> \$500,000,001 to \$1 billion <input type="checkbox"/> More than \$1 billion			

Voluntary Petition <i>(This page must be completed and filed in every case)</i>		Name of Debtor(s): Poppies, A Gourmet Farmers Market, Inc.	
All Prior Bankruptcy Cases Filed Within Last 8 Years (If more than two, attach additional sheet)			
Location Where Filed: - None -	Case Number:	Date Filed:	
Location Where Filed:	Case Number:	Date Filed:	
Pending Bankruptcy Case Filed by any Spouse, Partner, or Affiliate of this Debtor (If more than one, attach additional sheet)			
Name of Debtor: - None -	Case Number:	Date Filed:	
District:	Relationship:	Judge:	
Exhibit A (To be completed if debtor is required to file periodic reports (e.g., forms 10K and 10Q) with the Securities and Exchange Commission pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 and is requesting relief under chapter 11.) <input type="checkbox"/> Exhibit A is attached and made a part of this petition.	Exhibit B (To be completed if debtor is an individual whose debts are primarily consumer debts.) I, the attorney for the petitioner named in the foregoing petition, declare that I have informed the petitioner that [he or she] may proceed under chapter 7, 11, 12, or 13 of title 11, United States Code, and have explained the relief available under each such chapter. I further certify that I delivered to the debtor the notice required by 11 U.S.C. §342(b). X _____ Signature of Attorney for Debtor(s) (Date)		
Exhibit C			
Does the debtor own or have possession of any property that poses or is alleged to pose a threat of imminent and identifiable harm to public health or safety? <input type="checkbox"/> Yes, and Exhibit C is attached and made a part of this petition. <input checked="" type="checkbox"/> No.			
Exhibit D			
(To be completed by every individual debtor. If a joint petition is filed, each spouse must complete and attach a separate Exhibit D.) <input type="checkbox"/> Exhibit D completed and signed by the debtor is attached and made a part of this petition. If this is a joint petition: <input type="checkbox"/> Exhibit D also completed and signed by the joint debtor is attached and made a part of this petition.			
Information Regarding the Debtor - Venue (Check any applicable box)			
<input checked="" type="checkbox"/> Debtor has been domiciled or has had a residence, principal place of business, or principal assets in this District for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other District. <input type="checkbox"/> There is a bankruptcy case concerning debtor's affiliate, general partner, or partnership pending in this District. <input type="checkbox"/> Debtor is a debtor in a foreign proceeding and has its principal place of business or principal assets in the United States in this District, or has no principal place of business or assets in the United States but is a defendant in an action or proceeding [in a federal or state court] in this District, or the interests of the parties will be served in regard to the relief sought in this District.			
Certification by a Debtor Who Resides as a Tenant of Residential Property (Check all applicable boxes)			
<input type="checkbox"/> Landlord has a judgment against the debtor for possession of debtor's residence. (If box checked, complete the following.) <div style="text-align: center;"> _____ (Name of landlord that obtained judgment) </div> <div style="text-align: center;"> _____ (Address of landlord) </div>			
<input type="checkbox"/> Debtor claims that under applicable nonbankruptcy law, there are circumstances under which the debtor would be permitted to cure the entire monetary default that gave rise to the judgment for possession, after the judgment for possession was entered, and <input type="checkbox"/> Debtor has included in this petition the deposit with the court of any rent that would become due during the 30-day period after the filing of the petition. <input type="checkbox"/> Debtor certifies that he/she has served the Landlord with this certification. (11 U.S.C. § 362(l)).			

Voluntary Petition

(This page must be completed and filed in every case)

Name of Debtor(s):

Poppies, A Gourmet Farmers Market, Inc.

Signatures

Signature(s) of Debtor(s) (Individual/Joint)

I declare under penalty of perjury that the information provided in this petition is true and correct.

[If petitioner is an individual whose debts are primarily consumer debts and has chosen to file under chapter 7] I am aware that I may proceed under chapter 7, 11, 12, or 13 of title 11, United States Code, understand the relief available under each such chapter, and choose to proceed under chapter 7.

[If no attorney represents me and no bankruptcy petition preparer signs the petition] I have obtained and read the notice required by 11 U.S.C. §342(b).

I request relief in accordance with the chapter of title 11, United States Code, specified in this petition.

X _____
Signature of Debtor

X _____
Signature of Joint Debtor

Telephone Number (If not represented by attorney)

Date

Signature of a Foreign Representative

I declare under penalty of perjury that the information provided in this petition is true and correct, that I am the foreign representative of a debtor in a foreign proceeding, and that I am authorized to file this petition.

(Check only one box.)

☐ I request relief in accordance with chapter 15 of title 11, United States Code. Certified copies of the documents required by 11 U.S.C. §1515 are attached.

☐ Pursuant to 11 U.S.C. §1511, I request relief in accordance with the chapter of title 11 specified in this petition. A certified copy of the order granting recognition of the foreign main proceeding is attached.

X _____
Signature of Foreign Representative

Printed Name of Foreign Representative

Date

Signature of Attorney*

X **/s/ D. Rodney Kight, Jr.** _____
Signature of Attorney for Debtor(s)

D. Rodney Kight, Jr. 26453

Printed Name of Attorney for Debtor(s)

Kight Law Office

Firm Name

7 Orchard Street

Suite 100

Asheville, NC 28801

Address

Email: info@kightlaw.com

(828) 255-9881 Fax: (828) 255-9886

Telephone Number

September 1, 2011

Date

*In a case in which § 707(b)(4)(D) applies, this signature also constitutes a certification that the attorney has no knowledge after an inquiry that the information in the schedules is incorrect.

Signature of Non-Attorney Bankruptcy Petition Preparer

I declare under penalty of perjury that: (1) I am a bankruptcy petition preparer as defined in 11 U.S.C. § 110; (2) I prepared this document for compensation and have provided the debtor with a copy of this document and the notices and information required under 11 U.S.C. §§ 110(b), 110(h), and 342(b); and, (3) if rules or guidelines have been promulgated pursuant to 11 U.S.C. § 110(h) setting a maximum fee for services chargeable by bankruptcy petition preparers, I have given the debtor notice of the maximum amount before preparing any document for filing for a debtor or accepting any fee from the debtor, as required in that section. Official Form 19 is attached.

Printed Name and title, if any, of Bankruptcy Petition Preparer

Social-Security number (If the bankruptcy petition preparer is not an individual, state the Social Security number of the officer, principal, responsible person or partner of the bankruptcy petition preparer.)(Required by 11 U.S.C. § 110.)

Address

X _____
Date

Signature of Bankruptcy Petition Preparer or officer, principal, responsible person, or partner whose Social Security number is provided above.

Names and Social-Security numbers of all other individuals who prepared or assisted in preparing this document unless the bankruptcy petition preparer is not an individual:

If more than one person prepared this document, attach additional sheets conforming to the appropriate official form for each person.

A bankruptcy petition preparer's failure to comply with the provisions of title 11 and the Federal Rules of Bankruptcy Procedure may result in fines or imprisonment or both 11 U.S.C. §110; 18 U.S.C. §156.

Signature of Debtor (Corporation/Partnership)

I declare under penalty of perjury that the information provided in this petition is true and correct, and that I have been authorized to file this petition on behalf of the debtor.

The debtor requests relief in accordance with the chapter of title 11, United States Code, specified in this petition.

X **/s/ Randy Baron** _____
Signature of Authorized Individual

Randy Baron

Printed Name of Authorized Individual

President

Title of Authorized Individual

September 1, 2011

Date

B4 (Official Form 4) (12/07)

United States Bankruptcy Court
Western District of North Carolina

In re **Poppies, A Gourmet Farmers Market, Inc.**

Debtor(s)

Case No.

Chapter

11

LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS

Following is the list of the debtor's creditors holding the 20 largest unsecured claims. The list is prepared in accordance with Fed. R. Bankr. P. 1007(d) for filing in this chapter 11 [or chapter 9] case. The list does not include (1) persons who come within the definition of "insider" set forth in 11 U.S.C. § 101, or (2) secured creditors unless the value of the collateral is such that the unsecured deficiency places the creditor among the holders of the 20 largest unsecured claims. If a minor child is one of the creditors holding the 20 largest unsecured claims, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See 11 U.S.C. § 112; Fed. R. Bankr. P. 1007(m).

(1) <i>Name of creditor and complete mailing address including zip code</i>	(2) <i>Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted</i>	(3) <i>Nature of claim (trade debt, bank loan, government contract, etc.)</i>	(4) <i>Indicate if claim is contingent, unliquidated, disputed, or subject to setoff</i>	(5) <i>Amount of claim [if secured, also state value of security]</i>
Albert's Organics 200 Eagle Court PO Box 624 Bridgeport, NJ 08014	Albert's Organics 200 Eagle Court PO Box 624 Bridgeport, NJ 08014	business debt		13,393.67
Blue Mountain Distribution 308 Rosscraggon Rd. Arden, NC 28704	Blue Mountain Distribution 308 Rosscraggon Rd. Arden, NC 28704	Business Debt		2,350.90
Capital One Bankruptcy Department P.O. Box 85167 Richmond, VA 23285	Capital One Bankruptcy Department P.O. Box 85167 Richmond, VA 23285	business debt		7,296.63
Dade Paper & Bag Co. 600 Hartman Industrial Ct SW #200 Austell, GA 30168	Dade Paper & Bag Co. 600 Hartman Industrial Ct SW #200 Austell, GA 30168	Business Debt		7,301.79
Euro USA VA Inc 4481 Johnston Pkwy Cleveland, OH 44128	Euro USA VA Inc 4481 Johnston Pkwy Cleveland, OH 44128	Business Debt		4,934.50
Gaia Herbs Inc 3018 Solution Ctr Lockbox #773018 Chicago, IL 60677	Gaia Herbs Inc 3018 Solution Ctr Lockbox #773018 Chicago, IL 60677	Business Debt		1,681.53
GDS of Asheville #693 PO Box 9001099 Louisville, KY 40290	GDS of Asheville #693 PO Box 9001099 Louisville, KY 40290	Business Debt		1,642.01
Gourmet Grocery, LLC 41 Park Avenue Brevard, NC 28712	Gourmet Grocery, LLC 41 Park Avenue Brevard, NC 28712	Business debt		100,000.00
LCA Bank Corporation PO Box 1650 Troy, MI 48099	LCA Bank Corporation PO Box 1650 Troy, MI 48099	Business Debt		14,932.53
Lotus International Inc 5 Dairy Park Rd. Athens, GA 30607	Lotus International Inc 5 Dairy Park Rd. Athens, GA 30607	Business Debt		1,980.00
New Chapter PO Box 6055 Brattleboro, VT 05302	New Chapter PO Box 6055 Brattleboro, VT 05302	Business Debt		766.06

B4 (Official Form 4) (12/07) - Cont.

In re **Poppies, A Gourmet Farmers Market, Inc.**

Case No. _____

Debtor(s)

LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS

(Continuation Sheet)

(1) <i>Name of creditor and complete mailing address including zip code</i>	(2) <i>Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted</i>	(3) <i>Nature of claim (trade debt, bank loan, government contract, etc.)</i>	(4) <i>Indicate if claim is contingent, unliquidated, disputed, or subject to setoff</i>	(5) <i>Amount of claim [if secured, also state value of security]</i>
Nutraceutical Distribution PO Box 12850 Ogden, UT 84412	Nutraceutical Distribution PO Box 12850 Ogden, UT 84412	Business Debt		2,998.87
One Source Magazine Dist LLC Dept 2173 Denver, CO 80291	One Source Magazine Dist LLC Dept 2173 Denver, CO 80291	Business Debt		1,608.65
Southern Foods Group, LLC PO Box 39088 Greensboro, NC 27438	Southern Foods Group, LLC PO Box 39088 Greensboro, NC 27438	Business Debt		9,512.53
TD Bank NA 2810 S. Federal Highway Fort Pierce, FL 34982	TD Bank NA 2810 S. Federal Highway Fort Pierce, FL 34982	All of debtor's assets		470,293.00 (65,000.00 secured)
TD Bank NA 2810 S. Federal Highway Fort Pierce, FL 34982	TD Bank NA 2810 S. Federal Highway Fort Pierce, FL 34982	Business Debt		187,688.55
The Caldrea Company MI 38 PO Box 9201 Minneapolis, MN 55480	The Caldrea Company MI 38 PO Box 9201 Minneapolis, MN 55480	Business Debt		957.19
Transylvania Co. Tax Collector P.O. Box 747 Brevard, NC 28712	Transylvania Co. Tax Collector P.O. Box 747 Brevard, NC 28712	Property taxes		3,891.77
UNFI PO Box 706 Keene, NH 03431	UNFI PO Box 706 Keene, NH 03431	Business Debt		40,968.04
United Community Bank P.O. Box 800 Murphy, NC 28906	United Community Bank P.O. Box 800 Murphy, NC 28906	Business Debt		4,559.00

**DECLARATION UNDER PENALTY OF PERJURY
ON BEHALF OF A CORPORATION OR PARTNERSHIP**

I, the President of the corporation named as the debtor in this case, declare under penalty of perjury that I have read the foregoing list and that it is true and correct to the best of my information and belief.

Date September 1, 2011

Signature /s/ Randy Baron

**Randy Baron
President**

Penalty for making a false statement or concealing property: Fine of up to \$500,000 or imprisonment for up to 5 years or both.
18 U.S.C. §§ 152 and 3571.

B6 Summary (Official Form 6 - Summary) (12/07)

United States Bankruptcy Court
Western District of North Carolina

In re **Poppies, A Gourmet Farmers Market, Inc.**,
Debtor

Case No. _____

Chapter **11**

SUMMARY OF SCHEDULES

Indicate as to each schedule whether that schedule is attached and state the number of pages in each. Report the totals from Schedules A, B, D, E, F, I, and J in the boxes provided. Add the amounts from Schedules A and B to determine the total amount of the debtor's assets. Add the amounts of all claims from Schedules D, E, and F to determine the total amount of the debtor's liabilities. Individual debtors must also complete the "Statistical Summary of Certain Liabilities and Related Data" if they file a case under chapter 7, 11, or 13.

NAME OF SCHEDULE	ATTACHED (YES/NO)	NO. OF SHEETS	ASSETS	LIABILITIES	OTHER
A - Real Property	Yes	1	0.00		
B - Personal Property	Yes	3	295,000.00		
C - Property Claimed as Exempt	No	0			
D - Creditors Holding Secured Claims	Yes	1		730,715.00	
E - Creditors Holding Unsecured Priority Claims (Total of Claims on Schedule E)	Yes	2		3,891.77	
F - Creditors Holding Unsecured Nonpriority Claims	Yes	10		412,814.80	
G - Executory Contracts and Unexpired Leases	Yes	1			
H - Codebtors	Yes	1			
I - Current Income of Individual Debtor(s)	No	0			N/A
J - Current Expenditures of Individual Debtor(s)	No	0			N/A
Total Number of Sheets of ALL Schedules		19			
Total Assets			295,000.00		
Total Liabilities				1,147,421.57	

United States Bankruptcy Court
Western District of North Carolina

In re **Poppies, A Gourmet Farmers Market, Inc.**,
Debtor

Case No. _____

Chapter **11**

STATISTICAL SUMMARY OF CERTAIN LIABILITIES AND RELATED DATA (28 U.S.C. § 159)

If you are an individual debtor whose debts are primarily consumer debts, as defined in § 101(8) of the Bankruptcy Code (11 U.S.C. § 101(8)), filing a case under chapter 7, 11 or 13, you must report all information requested below.

☐ Check this box if you are an individual debtor whose debts are NOT primarily consumer debts. You are not required to report any information here.

This information is for statistical purposes only under 28 U.S.C. § 159.

Summarize the following types of liabilities, as reported in the Schedules, and total them.

Type of Liability	Amount
Domestic Support Obligations (from Schedule E)	
Taxes and Certain Other Debts Owed to Governmental Units (from Schedule E)	
Claims for Death or Personal Injury While Debtor Was Intoxicated (from Schedule E) (whether disputed or undisputed)	
Student Loan Obligations (from Schedule F)	
Domestic Support, Separation Agreement, and Divorce Decree Obligations Not Reported on Schedule E	
Obligations to Pension or Profit-Sharing, and Other Similar Obligations (from Schedule F)	
TOTAL	

State the following:

Average Income (from Schedule I, Line 16)	
Average Expenses (from Schedule J, Line 18)	
Current Monthly Income (from Form 22A Line 12; OR, Form 22B Line 11; OR, Form 22C Line 20)	

State the following:

1. Total from Schedule D, "UNSECURED PORTION, IF ANY" column		
2. Total from Schedule E, "AMOUNT ENTITLED TO PRIORITY" column		
3. Total from Schedule E, "AMOUNT NOT ENTITLED TO PRIORITY, IF ANY" column		
4. Total from Schedule F		
5. Total of non-priority unsecured debt (sum of 1, 3, and 4)		

B6A (Official Form 6A) (12/07)

In re **Poppies, A Gourmet Farmers Market, Inc.**

Case No. _____

Debtor

SCHEDULE A - REAL PROPERTY

Except as directed below, list all real property in which the debtor has any legal, equitable, or future interest, including all property owned as a cotenant, community property, or in which the debtor has a life estate. Include any property in which the debtor holds rights and powers exercisable for the debtor's own benefit. If the debtor is married, state whether husband, wife, both, or the marital community own the property by placing an "H," "W," "J," or "C" in the column labeled "Husband, Wife, Joint, or Community." If the debtor holds no interest in real property, write "None" under "Description and Location of Property."

Do not include interests in executory contracts and unexpired leases on this schedule. List them in Schedule G - Executory Contracts and Unexpired Leases.

If an entity claims to have a lien or hold a secured interest in any property, state the amount of the secured claim. See Schedule D. If no entity claims to hold a secured interest in the property, write "None" in the column labeled "Amount of Secured Claim." If the debtor is an individual or if a joint petition is filed, state the amount of any exemption claimed in the property only in Schedule C - Property Claimed as Exempt.

Description and Location of Property	Nature of Debtor's Interest in Property	Husband, Wife, Joint, or Community	Current Value of Debtor's Interest in Property, without Deducting any Secured Claim or Exemption	Amount of Secured Claim
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None

Sub-Total > **0.00** (Total of this page)

Total > **0.00**

(Report also on Summary of Schedules)

0 continuation sheets attached to the Schedule of Real Property

In re **Poppies, A Gourmet Farmers Market, Inc.**

Case No. _____

Debtor

SCHEDULE B - PERSONAL PROPERTY

Except as directed below, list all personal property of the debtor of whatever kind. If the debtor has no property in one or more of the categories, place an "x" in the appropriate position in the column labeled "None." If additional space is needed in any category, attach a separate sheet properly identified with the case name, case number, and the number of the category. If the debtor is married, state whether husband, wife, both, or the marital community own the property by placing an "H," "W," "J," or "C" in the column labeled "Husband, Wife, Joint, or Community." If the debtor is an individual or a joint petition is filed, state the amount of any exemptions claimed only in Schedule C - Property Claimed as Exempt.

Do not list interests in executory contracts and unexpired leases on this schedule. List them in Schedule G - Executory Contracts and Unexpired Leases.

If the property is being held for the debtor by someone else, state that person's name and address under "Description and Location of Property."

If the property is being held for a minor child, simply state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. § 112 and Fed. R. Bankr. P. 1007(m).

Type of Property	N O N E	Description and Location of Property	Husband, Wife, Joint, or Community	Current Value of Debtor's Interest in Property, without Deducting any Secured Claim or Exemption
1. Cash on hand	X			
2. Checking, savings or other financial accounts, certificates of deposit, or shares in banks, savings and loan, thrift, building and loan, and homestead associations, or credit unions, brokerage houses, or cooperatives.		Checking account used as operating account at Asheville Savings Bank	-	130,000.00
		Checking account used as an escrow account at Asheville Savings Bank	-	30,000.00
3. Security deposits with public utilities, telephone companies, landlords, and others.	X			
4. Household goods and furnishings, including audio, video, and computer equipment.	X			
5. Books, pictures and other art objects, antiques, stamp, coin, record, tape, compact disc, and other collections or collectibles.	X			
6. Wearing apparel.	X			
7. Furs and jewelry.	X			
8. Firearms and sports, photographic, and other hobby equipment.	X			
9. Interests in insurance policies. Name insurance company of each policy and itemize surrender or refund value of each.	X			
10. Annuities. Itemize and name each issuer.	X			

Sub-Total > **160,000.00**
(Total of this page)

2 continuation sheets attached to the Schedule of Personal Property

B6B (Official Form 6B) (12/07) - Cont.

In re **Poppies, A Gourmet Farmers Market, Inc.**

Case No. _____

Debtor

SCHEDULE B - PERSONAL PROPERTY
(Continuation Sheet)

Type of Property	N O N E	Description and Location of Property	Husband, Wife, Joint, or Community	Current Value of Debtor's Interest in Property, without Deducting any Secured Claim or Exemption
11. Interests in an education IRA as defined in 26 U.S.C. § 530(b)(1) or under a qualified State tuition plan as defined in 26 U.S.C. § 529(b)(1). Give particulars. (File separately the record(s) of any such interest(s). 11 U.S.C. § 521(c).)	X			
12. Interests in IRA, ERISA, Keogh, or other pension or profit sharing plans. Give particulars.	X			
13. Stock and interests in incorporated and unincorporated businesses. Itemize.	X			
14. Interests in partnerships or joint ventures. Itemize.	X			
15. Government and corporate bonds and other negotiable and nonnegotiable instruments.	X			
16. Accounts receivable.	X			
17. Alimony, maintenance, support, and property settlements to which the debtor is or may be entitled. Give particulars.	X			
18. Other liquidated debts owed to debtor including tax refunds. Give particulars.	X			
19. Equitable or future interests, life estates, and rights or powers exercisable for the benefit of the debtor other than those listed in Schedule A - Real Property.	X			
20. Contingent and noncontingent interests in estate of a decedent, death benefit plan, life insurance policy, or trust.	X			
21. Other contingent and unliquidated claims of every nature, including tax refunds, counterclaims of the debtor, and rights to setoff claims. Give estimated value of each.	X			

Sub-Total > **0.00**
(Total of this page)

Sheet 1 of 2 continuation sheets attached
to the Schedule of Personal Property

In re **Poppies, A Gourmet Farmers Market, Inc.**

Case No. _____

Debtor

SCHEDULE B - PERSONAL PROPERTY

(Continuation Sheet)

Type of Property	N O N E	Description and Location of Property	Husband, Wife, Joint, or Community	Current Value of Debtor's Interest in Property, without Deducting any Secured Claim or Exemption
22. Patents, copyrights, and other intellectual property. Give particulars.	X			
23. Licenses, franchises, and other general intangibles. Give particulars.	X			
24. Customer lists or other compilations containing personally identifiable information (as defined in 11 U.S.C. § 101(41A)) provided to the debtor by individuals in connection with obtaining a product or service from the debtor primarily for personal, family, or household purposes.	X			
25. Automobiles, trucks, trailers, and other vehicles and accessories.	X			
26. Boats, motors, and accessories.	X			
27. Aircraft and accessories.	X			
28. Office equipment, furnishings, and supplies.	X			
29. Machinery, fixtures, equipment, and supplies used in business.		Equipment: Refrigeration, ovens, and other equipment necessary for operating the bakery, deli, kitchen, meat, and seafood departments. Computer system and miscellaneous office equipment.	-	70,000.00
30. Inventory.		Product Inventory consisting of grocery items and health and beauty care	-	65,000.00
31. Animals.	X			
32. Crops - growing or harvested. Give particulars.	X			
33. Farming equipment and implements.	X			
34. Farm supplies, chemicals, and feed.	X			
35. Other personal property of any kind not already listed. Itemize.	X			

Sub-Total >	135,000.00
(Total of this page)	
Total >	295,000.00

Sheet 2 of 2 continuation sheets attached to the Schedule of Personal Property

(Report also on Summary of Schedules)

B6D (Official Form 6D) (12/07)

In re **Poppies, A Gourmet Farmers Market, Inc.**

Case No. _____

Debtor

SCHEDULE D - CREDITORS HOLDING SECURED CLAIMS

State the name, mailing address, including zip code, and last four digits of any account number of all entities holding claims secured by property of the debtor as of the date of filing of the petition. The complete account number of any account the debtor has with the creditor is useful to the trustee and the creditor and may be provided if the debtor chooses to do so. List creditors holding all types of secured interests such as judgment liens, garnishments, statutory liens, mortgages, deeds of trust, and other security interests.

List creditors in alphabetical order to the extent practicable. If a minor child is a creditor, the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. §112 and Fed. R. Bankr. P. 1007(m). If all secured creditors will not fit on this page, use the continuation sheet provided.

If any entity other than a spouse in a joint case may be jointly liable on a claim, place an "X" in the column labeled "Codebtor", include the entity on the appropriate schedule of creditors, and complete Schedule H - Codebtors. If a joint petition is filed, state whether the husband, wife, both of them, or the marital community may be liable on each claim by placing an "H", "W", "J", or "C" in the column labeled "Husband, Wife, Joint, or Community".

If the claim is contingent, place an "X" in the column labeled "Contingent". If the claim is unliquidated, place an "X" in the column labeled "Unliquidated". If the claim is disputed, place an "X" in the column labeled "Disputed". (You may need to place an "X" in more than one of these three columns.)

Total the columns labeled "Amount of Claim Without Deducting Value of Collateral" and "Unsecured Portion, if Any" in the boxes labeled "Total(s)" on the last sheet of the completed schedule. Report the total from the column labeled "Amount of Claim" also on the Summary of Schedules and, if the debtor is an individual with primarily consumer debts, report the total from the column labeled "Unsecured Portion" on the Statistical Summary of Certain Liabilities and Related Data.

☐ Check this box if debtor has no creditors holding secured claims to report on this Schedule D.

CREDITOR'S NAME AND MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B T O R	H U S B A N D W I F E J O I N T C	DATE CLAIM WAS INCURRED, NATURE OF LIEN, AND DESCRIPTION AND VALUE OF PROPERTY SUBJECT TO LIEN	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM WITHOUT DEDUCTING VALUE OF COLLATERAL	UNSECURED PORTION, IF ANY
Account No. 9001			UCC-1					
TD Bank NA 2810 S. Federal Highway Fort Pierce, FL 34982	X	-	Lien on all of debtor's assets.					
			Value \$ 0.00				260,422.00	0.00
Account No. 9002			Business loan/ UCC-1					
TD Bank NA 2810 S. Federal Highway Fort Pierce, FL 34982	X	-	All of debtor's assets					
			Value \$ 65,000.00				470,293.00	405,293.00
Account No.								
			Value \$					
Account No.								
			Value \$					
Subtotal (Total of this page)							730,715.00	405,293.00
Total (Report on Summary of Schedules)							730,715.00	405,293.00

0 continuation sheets attached

In re **Poppies, A Gourmet Farmers Market, Inc.**

Case No. _____

Debtor

SCHEDULE E - CREDITORS HOLDING UNSECURED PRIORITY CLAIMS

A complete list of claims entitled to priority, listed separately by type of priority, is to be set forth on the sheets provided. Only holders of unsecured claims entitled to priority should be listed in this schedule. In the boxes provided on the attached sheets, state the name, mailing address, including zip code, and last four digits of the account number, if any, of all entities holding priority claims against the debtor or the property of the debtor, as of the date of the filing of the petition. Use a separate continuation sheet for each type of priority and label each with the type of priority.

The complete account number of any account the debtor has with the creditor is useful to the trustee and the creditor and may be provided if the debtor chooses to do so. If a minor child is a creditor, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. § 112 and Fed. R. Bankr. P. 1007(m).

If any entity other than a spouse in a joint case may be jointly liable on a claim, place an "X" in the column labeled "Codebtor," include the entity on the appropriate schedule of creditors, and complete Schedule H-Codebtors. If a joint petition is filed, state whether the husband, wife, both of them, or the marital community may be liable on each claim by placing an "H," "W," "J," or "C" in the column labeled "Husband, Wife, Joint, or Community." If the claim is contingent, place an "X" in the column labeled "Contingent." If the claim is unliquidated, place an "X" in the column labeled "Unliquidated." If the claim is disputed, place an "X" in the column labeled "Disputed." (You may need to place an "X" in more than one of these three columns.)

Report the total of claims listed on each sheet in the box labeled "Subtotals" on each sheet. Report the total of all claims listed on this Schedule E in the box labeled "Total" on the last sheet of the completed schedule. Report this total also on the Summary of Schedules.

Report the total of amounts entitled to priority listed on each sheet in the box labeled "Subtotals" on each sheet. Report the total of all amounts entitled to priority listed on this Schedule E in the box labeled "Totals" on the last sheet of the completed schedule. Individual debtors with primarily consumer debts report this total also on the Statistical Summary of Certain Liabilities and Related Data.

Report the total of amounts not entitled to priority listed on each sheet in the box labeled "Subtotals" on each sheet. Report the total of all amounts not entitled to priority listed on this Schedule E in the box labeled "Totals" on the last sheet of the completed schedule. Individual debtors with primarily consumer debts report this total also on the Statistical Summary of Certain Liabilities and Related Data.

☐ Check this box if debtor has no creditors holding unsecured priority claims to report on this Schedule E.

TYPES OF PRIORITY CLAIMS (Check the appropriate box(es) below if claims in that category are listed on the attached sheets)

☐ Domestic support obligations

Claims for domestic support that are owed to or recoverable by a spouse, former spouse, or child of the debtor, or the parent, legal guardian, or responsible relative of such a child, or a governmental unit to whom such a domestic support claim has been assigned to the extent provided in 11 U.S.C. § 507(a)(1).

☐ Extensions of credit in an involuntary case

Claims arising in the ordinary course of the debtor's business or financial affairs after the commencement of the case but before the earlier of the appointment of a trustee or the order for relief. 11 U.S.C. § 507(a)(3).

☐ Wages, salaries, and commissions

Wages, salaries, and commissions, including vacation, severance, and sick leave pay owing to employees and commissions owing to qualifying independent sales representatives up to \$11,725* per person earned within 180 days immediately preceding the filing of the original petition, or the cessation of business, whichever occurred first, to the extent provided in 11 U.S.C. § 507(a)(4).

☐ Contributions to employee benefit plans

Money owed to employee benefit plans for services rendered within 180 days immediately preceding the filing of the original petition, or the cessation of business, whichever occurred first, to the extent provided in 11 U.S.C. § 507(a)(5).

☐ Certain farmers and fishermen

Claims of certain farmers and fishermen, up to \$5,775* per farmer or fisherman, against the debtor, as provided in 11 U.S.C. § 507(a)(6).

☐ Deposits by individuals

Claims of individuals up to \$2,600* for deposits for the purchase, lease, or rental of property or services for personal, family, or household use, that were not delivered or provided. 11 U.S.C. § 507(a)(7).

☒ Taxes and certain other debts owed to governmental units

Taxes, customs duties, and penalties owing to federal, state, and local governmental units as set forth in 11 U.S.C. § 507(a)(8).

☐ Commitments to maintain the capital of an insured depository institution

Claims based on commitments to the FDIC, RTC, Director of the Office of Thrift Supervision, Comptroller of the Currency, or Board of Governors of the Federal Reserve System, or their predecessors or successors, to maintain the capital of an insured depository institution. 11 U.S.C. § 507(a)(9).

☐ Claims for death or personal injury while debtor was intoxicated

Claims for death or personal injury resulting from the operation of a motor vehicle or vessel while the debtor was intoxicated from using alcohol, a drug, or another substance. 11 U.S.C. § 507(a)(10).

* Amount subject to adjustment on 4/01/13, and every three years thereafter with respect to cases commenced on or after the date of adjustment.

B6E (Official Form 6E) (4/10) - Cont.

In re **Poppies, A Gourmet Farmers Market, Inc.**

Case No. _____

Debtor

SCHEDULE E - CREDITORS HOLDING UNSECURED PRIORITY CLAIMS
(Continuation Sheet)

**Taxes and Certain Other Debts
Owed to Governmental Units**

TYPE OF PRIORITY

CREDITOR'S NAME, AND MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions.)	C O D E B O R R	H U S B A N D W I F E J O I N T O R	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM	AMOUNT NOT ENTITLED TO PRIORITY, IF ANY
								AMOUNT ENTITLED TO PRIORITY
Account No.			Notice					
IRS 320 Federal Place Greensboro, NC 27401		-						0.00
							0.00	0.00
Account No.			Notice					
IRS P.O. Box 7346 Philadelphia, PA 19101-7346		-						0.00
							0.00	0.00
Account No.			Notice					
NC Department of Revenue P.O. Box 1168 Raleigh, NC 27602		-						0.00
							0.00	0.00
Account No.			Property taxes					
Transylvania Co. Tax Collector P.O. Box 747 Brevard, NC 28712		-						0.00
							3,891.77	3,891.77
Account No.			Notice					
US Attorney 100 Otis Street Room 233 Asheville, NC 28801		-						0.00
							0.00	0.00
Subtotal								0.00
(Total of this page)							3,891.77	3,891.77
Total								0.00
(Report on Summary of Schedules)							3,891.77	3,891.77

Sheet **1** of **1** continuation sheets attached to
Schedule of Creditors Holding Unsecured Priority Claims

B6F (Official Form 6F) (12/07)

In re **Poppies, A Gourmet Farmers Market, Inc.**

Case No. _____

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

State the name, mailing address, including zip code, and last four digits of any account number, of all entities holding unsecured claims without priority against the debtor or the property of the debtor, as of the date of filing of the petition. The complete account number of any account the debtor has with the creditor is useful to the trustee and the creditor and may be provided if the debtor chooses to do so. If a minor child is a creditor, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. § 112 and Fed. R. Bankr. P. 1007(m). Do not include claims listed in Schedules D and E. If all creditors will not fit on this page, use the continuation sheet provided.

If any entity other than a spouse in a joint case may be jointly liable on a claim, place an "X" in the column labeled "Codebtor," include the entity on the appropriate schedule of creditors, and complete Schedule H - Codebtors. If a joint petition is filed, state whether the husband, wife, both of them, or the marital community may be liable on each claim by placing an "H," "W," "J," or "C" in the column labeled "Husband, Wife, Joint, or Community."

If the claim is contingent, place an "X" in the column labeled "Contingent." If the claim is unliquidated, place an "X" in the column labeled "Unliquidated." If the claim is disputed, place an "X" in the column labeled "Disputed." (You may need to place an "X" in more than one of these three columns.)

Report the total of all claims listed on this schedule in the box labeled "Total" on the last sheet of the completed schedule. Report this total also on the Summary of Schedules and, if the debtor is an individual with primarily consumer debts, report this total also on the Statistical Summary of Certain Liabilities and Related Data.

☐ Check this box if debtor has no creditors holding unsecured claims to report on this Schedule F.

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E D E B T O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.				
Account No.		business debt				
Albert's Organics 200 Eagle Court PO Box 624 Bridgeport, NJ 08014	-					13,393.67
Account No.		business debt				
Asheville Citizen Times PO Box 677564 Dallas, TX 75267	-					68.57
Account No.		Business Debt				
Aubrey Organics 4419 N Manhattan Ave Tampa, FL 33614	-					244.37
Account No.		Business Debt				
Barlean's Organic Oils LLC 4936 Lake Terrel Rd Ferndale, WA 98248	-					489.53
Subtotal (Total of this page)						14,196.14

9 continuation sheets attached

B6F (Official Form 6F) (12/07) - Cont.

In re **Poppies, A Gourmet Farmers Market, Inc.**

Case No. _____

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B O R R	H U S B A N D W I F E J O I N T O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
			DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.				
Account No.			Business Debt				
Blue Mountain Distribution 308 Rosscraggon Rd. Arden, NC 28704		-					2,350.90
Account No.			Business Debt				
Boiron USA 6 Campus Boulevard Newtown Square, PA 19073		-					188.78
Account No.			Business Debt				
Bold Life PO Box 1070 Flat Rock, NC 28731		-					100.00
Account No.			Business Debt				
Borsari Food Company 4357 Cowing Rd. Lakewood, NY 14750		-					179.20
Account No.			business debt				
Capital One Bankruptcy Department P.O. Box 85167 Richmond, VA 23285		-					7,296.63
Sheet no. <u>1</u> of <u>9</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims							
Subtotal (Total of this page)							10,115.51

B6F (Official Form 6F) (12/07) - Cont.

In re **Poppies, A Gourmet Farmers Market, Inc.**

Case No. _____

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B O R	H U S B A N D W I F E J O I N T O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
			DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.				
Account No.			Business Debt				
Cintas PO Box 630803 Cincinnati, OH 45263		-					665.48
Account No.			Business Debt				
Closs Distribution PO Box 726 Charlotte, NC 28258		-					439.95
Account No.			Business Debt				
Compendium Inc 600 N 36th St Suite 400 Seattle, WA 98103		-					126.00
Account No.			Business Debt				
Copy Works 146 N Caldwell St Brevard, NC 28712		-					81.63
Account No.			Business Debt				
Dade Paper & Bag Co. 600 Hartman Industrial Ct SW #200 Austell, GA 30168		-					7,301.79
Sheet no. <u>2</u> of <u>9</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims							
Subtotal (Total of this page)							8,614.85

B6F (Official Form 6F) (12/07) - Cont.

In re **Poppies, A Gourmet Farmers Market, Inc.**

Case No. _____

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B T O R	H U S B A N D, W I F E, J O I N T, O R C O M M U N I T Y	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
Account No.			Business Debt				186.00
Direct Paper Supply 1400 Combermere Dr Stockertown, PA 18083		-					
Account No.			Business Debt				543.51
Dr. Hauschka 20 Industrial Drive East South Deerfield, MA 01373		-					
Account No.			Business Debt				498.16
Enzymedica 725 Tamiami Trail Port Charlotte, FL 33953		-					
Account No.			Business Debt				188.00
Escazu Artizan Chocolates 936 North Blount St. Raleigh, NC 27604		-					
Account No.			Business Debt				4,934.50
Euro USA VA Inc 4481 Johnston Pkwy Cleveland, OH 44128		-					
Sheet no. <u>3</u> of <u>9</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims				Subtotal (Total of this page)		6,350.17	

B6F (Official Form 6F) (12/07) - Cont.

In re **Poppies, A Gourmet Farmers Market, Inc.**

Case No. _____

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B T O R	H U S B A N D, W I F E, J O I N T, O R C O M M U N I T Y	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
Account No.			Business Debt				
Gaia Herbs Inc 3018 Solution Ctr Lockbox #773018 Chicago, IL 60677	-						1,681.53
Account No.			Business Debt				
GDS of Asheville #693 PO Box 9001099 Louisville, KY 40290	-						1,642.01
Account No.			Business debt				
Gourmet Grocery, LLC 41 Park Avenue Brevard, NC 28712	-						100,000.00
Account No.			Business Debt				
Gulfstream Communications WNC Magazine P.O. Box 1330 Asheville, NC 28802	-						110.00
Account No.			Business Debt				
Jarrow Formulas 1824 So Robertson Blvd Los Angeles, CA 90035	-						690.75
Sheet no. <u>4</u> of <u>9</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims							
Subtotal (Total of this page)							104,124.29

B6F (Official Form 6F) (12/07) - Cont.

In re **Poppies, A Gourmet Farmers Market, Inc.**

Case No. _____

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B T O R	H U S B A N D, W I F E, J O I N T, O R C O M M U N I T Y	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
Account No.			Business Debt				182.24
King Bio Inc 3 Westside Drive Asheville, NC 28806	-						
Account No.			Business Debt				14,932.53
LCA Bank Corporation PO Box 1650 Troy, MI 48099	-						
Account No.			Business Debt				1,980.00
Lotus International Inc 5 Dairy Park Rd. Athens, GA 30607	-						
Account No.			Business Debt				162.55
McCartney Produce PO Box 219 Charlotte, NC 28242	-						
Account No.			Business Debt				127.68
National Water Services, Inc 1217 Parkway Drive Unit B Santa Fe, NM 87507	-						
Sheet no. <u>5</u> of <u>9</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims				Subtotal (Total of this page)			17,385.00

B6F (Official Form 6F) (12/07) - Cont.

In re **Poppies, A Gourmet Farmers Market, Inc.**

Case No. _____

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B O R	H W J C	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
			DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.				
Account No.			Business Debt				
Natural Immunogenics Corp 3265 McNab Rd. Pompano Beach, FL 33069		-					106.72
Account No.			Business Debt				
New Chapter PO Box 6055 Brattleboro, VT 05302		-					766.06
Account No.			Business Debt				
Northern Exposure 2301 Circadian Way Suite 300 Santa Rosa, CA 95407		-					193.32
Account No.			Business Debt				
Nunaturals Inc 1110 West 2nd Ave #1 Eugene, OR 97402		-					167.88
Account No.			Business Debt				
Nutraceutical Distribution PO Box 12850 Ogden, UT 84412		-					2,998.87
Sheet no. <u>6</u> of <u>9</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims							
Subtotal (Total of this page)							4,232.85

B6F (Official Form 6F) (12/07) - Cont.

In re **Poppies, A Gourmet Farmers Market, Inc.**

Case No. _____

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B T O R	H U S B A N D, W I F E, J O I N T, O R C O M M U N I T Y	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
Account No.			Business Debt				266.88
Odwalla Inc PO Box 60000 San Francisco, CA 94160	-						
Account No.			Business Debt				1,608.65
One Source Magazine Dist LLC Dept 2173 Denver, CO 80291	-						
Account No.			Business Debt				30.00
Ralph Crane	-						
Account No.			Business Debt				405.27
Renew Life 198 Palm Harbor Blvd Palm Harbor, FL 34683	-						
Account No.			Business Debt				563.41
Sammy Phillips Electric, Inc PO Box 24519 Winston Salem, NC 27114	-						
Sheet no. <u>7</u> of <u>9</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims				Subtotal (Total of this page)		2,874.21	

B6F (Official Form 6F) (12/07) - Cont.

In re **Poppies, A Gourmet Farmers Market, Inc.**

Case No. _____

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B T O R	H U S B A N D, W I F E, J O I N T, O R C O M M U N I T Y	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
Account No.			Business Debt				
Sequel Naturals, Inc #33 1833 Coast Meridian Rd. Port Coquitlam British Columbia, Canada V3C 6G5	-						182.10
Account No.			Business Debt				
Southern Foods Group, LLC PO Box 39088 Greensboro, NC 27438	-						9,512.53
Account No.			Business Debt				
Straus Park Landscaping 41 Park Ave Brevard, NC 28712	-						400.00
Account No.			Business Debt				
TD Bank NA 2810 S. Federal Highway Fort Pierce, FL 34982	-						187,688.55
Account No.			Business Debt				
The Caldrea Company MI 38 PO Box 9201 Minneapolis, MN 55480	-						957.19
Sheet no. <u>8</u> of <u>9</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims							
Subtotal (Total of this page)							198,740.37

B6F (Official Form 6F) (12/07) - Cont.

In re **Poppies, A Gourmet Farmers Market, Inc.**

Case No. _____

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B T O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.				
Account No.		Business Debt				
UNFI PO Box 706 Keene, NH 03431	-					40,968.04
Account No.		Business Debt				
United Community Bank P.O. Box 800 Murphy, NC 28906	-					4,559.00
Account No.		Business Debt				
USA Today 305 Seaboard Ln Ste 301 Franklin, TN 37067	-					66.99
Account No.		Business Debt				
Valley Protiens PO Box 643393 Cincinnati, OH 45264	-					210.00
Account No.		Business Debt				
Vibrant Health 403 Ashely Falls Rd. Canaan, CT 06018	-					377.38
Sheet no. <u>9</u> of <u>9</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims						Subtotal (Total of this page)
						46,181.41
						Total (Report on Summary of Schedules)
						412,814.80

In re **Poppies, A Gourmet Farmers Market, Inc.**

Case No. _____

Debtor

SCHEDULE G - EXECUTORY CONTRACTS AND UNEXPIRED LEASES

Describe all executory contracts of any nature and all unexpired leases of real or personal property. Include any timeshare interests. State nature of debtor's interest in contract, i.e., "Purchaser", "Agent", etc. State whether debtor is the lessor or lessee of a lease. Provide the names and complete mailing addresses of all other parties to each lease or contract described. If a minor child is a party to one of the leases or contracts, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. §112 and Fed. R. Bankr. P. 1007(m).

☐ Check this box if debtor has no executory contracts or unexpired leases.

Name and Mailing Address, Including Zip Code, of Other Parties to Lease or Contract	Description of Contract or Lease and Nature of Debtor's Interest. State whether lease is for nonresidential real property. State contract number of any government contract.
Dennis Hulsing 1 Resort Drive Asheville, NC 28806	Lessee pays rent of \$10,000 per month beginning June 15, 2011 and ending September 15, 2011.
Lease Corporation of America PO Box 965 Troy, MI 48099	POS system. 12 month lease with \$1 buyout.

In re **Poppies, A Gourmet Farmers Market, Inc.**

Case No. _____

Debtor

SCHEDULE H - CODEBTORS

Provide the information requested concerning any person or entity, other than a spouse in a joint case, that is also liable on any debts listed by debtor in the schedules of creditors. Include all guarantors and co-signers. If the debtor resides or resided in a community property state, commonwealth, or territory (including Alaska, Arizona, California, Idaho, Louisiana, Nevada, New Mexico, Puerto Rico, Texas, Washington, or Wisconsin) within the eight year period immediately preceding the commencement of the case, identify the name of the debtor's spouse and of any former spouse who resides or resided with the debtor in the community property state, commonwealth, or territory. Include all names used by the nondebtor spouse during the eight years immediately preceding the commencement of this case. If a minor child is a codebtor or a creditor, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. §112 and Fed. R. Bankr. P. 1007(m).

☐ Check this box if debtor has no codebtors.

NAME AND ADDRESS OF CODEBTOR	NAME AND ADDRESS OF CREDITOR
Joseph DePippo 83 Stone Creek Trail Brevard, NC 28712	TD Bank NA 2810 S. Federal Highway Fort Pierce, FL 34982
Joseph DePippo 83 Stone Creek Trail Brevard, NC 28712	TD Bank NA 2810 S. Federal Highway Fort Pierce, FL 34982
Randy Baron 41 Park Avenue Brevard, NC 28712	TD Bank NA 2810 S. Federal Highway Fort Pierce, FL 34982
Randy Baron 41 Park Avenue Brevard, NC 28712	TD Bank NA 2810 S. Federal Highway Fort Pierce, FL 34982

**United States Bankruptcy Court
Western District of North Carolina**

In re **Poppies, A Gourmet Farmers Market, Inc.**

Debtor(s)

Case No.

Chapter

11

DECLARATION CONCERNING DEBTOR'S SCHEDULES

DECLARATION UNDER PENALTY OF PERJURY ON BEHALF OF CORPORATION OR PARTNERSHIP

I, the President of the corporation named as debtor in this case, declare under penalty of perjury that I have read the foregoing summary and schedules, consisting of **21** sheets, and that they are true and correct to the best of my knowledge, information, and belief.

Date **September 1, 2011**

Signature **/s/ Randy Baron**

**Randy Baron
President**

Penalty for making a false statement or concealing property: Fine of up to \$500,000 or imprisonment for up to 5 years or both.
18 U.S.C. §§ 152 and 3571.

B7 (Official Form 7) (04/10)

**United States Bankruptcy Court
Western District of North Carolina**

In re **Poppies, A Gourmet Farmers Market, Inc.**

Debtor(s)

Case No.

Chapter

11

STATEMENT OF FINANCIAL AFFAIRS

This statement is to be completed by every debtor. Spouses filing a joint petition may file a single statement on which the information for both spouses is combined. If the case is filed under chapter 12 or chapter 13, a married debtor must furnish information for both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed. An individual debtor engaged in business as a sole proprietor, partner, family farmer, or self-employed professional, should provide the information requested on this statement concerning all such activities as well as the individual's personal affairs. To indicate payments, transfers and the like to minor children, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. § 112; Fed. R. Bankr. P. 1007(m).

Questions 1 - 18 are to be completed by all debtors. Debtors that are or have been in business, as defined below, also must complete Questions 19 - 25. **If the answer to an applicable question is "None," mark the box labeled "None."** If additional space is needed for the answer to any question, use and attach a separate sheet properly identified with the case name, case number (if known), and the number of the question.

DEFINITIONS

"In business." A debtor is "in business" for the purpose of this form if the debtor is a corporation or partnership. An individual debtor is "in business" for the purpose of this form if the debtor is or has been, within six years immediately preceding the filing of this bankruptcy case, any of the following: an officer, director, managing executive, or owner of 5 percent or more of the voting or equity securities of a corporation; a partner, other than a limited partner, of a partnership; a sole proprietor or self-employed full-time or part-time. An individual debtor also may be "in business" for the purpose of this form if the debtor engages in a trade, business, or other activity, other than as an employee, to supplement income from the debtor's primary employment.

"Insider." The term "insider" includes but is not limited to: relatives of the debtor; general partners of the debtor and their relatives; corporations of which the debtor is an officer, director, or person in control; officers, directors, and any owner of 5 percent or more of the voting or equity securities of a corporate debtor and their relatives; affiliates of the debtor and insiders of such affiliates; any managing agent of the debtor. 11 U.S.C. § 101.

1. Income from employment or operation of business

None

☐

State the gross amount of income the debtor has received from employment, trade, or profession, or from operation of the debtor's business, including part-time activities either as an employee or in independent trade or business, from the beginning of this calendar year to the date this case was commenced. State also the gross amounts received during the **two years** immediately preceding this calendar year. (A debtor that maintains, or has maintained, financial records on the basis of a fiscal rather than a calendar year may report fiscal year income. Identify the beginning and ending dates of the debtor's fiscal year.) If a joint petition is filed, state income for each spouse separately. (Married debtors filing under chapter 12 or chapter 13 must state income of both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

AMOUNT
\$3,510,158.00
\$3,213,207.00
\$2,200,000.00

SOURCE
2010: Debtor Business Income; Gross Receipts
2009: Debtor Business Income: Gross Receipts
2011 Debtor Business Income: Gross Receipts YTD (approx)

2. Income other than from employment or operation of business

None

☒

State the amount of income received by the debtor other than from employment, trade, profession, or operation of the debtor's business during the **two years** immediately preceding the commencement of this case. Give particulars. If a joint petition is filed, state income for each spouse separately. (Married debtors filing under chapter 12 or chapter 13 must state income for each spouse whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

AMOUNT

SOURCE

3. Payments to creditors

None ☒ **Complete a. or b., as appropriate, and c.**

a. *Individual or joint debtor(s) with primarily consumer debts.* List all payments on loans, installment purchases of goods or services, and other debts to any creditor made within **90 days** immediately preceding the commencement of this case unless the aggregate value of all property that constitutes or is affected by such transfer is less than \$600. Indicate with an (*) any payments that were made to a creditor on account of a domestic support obligation or as part of an alternative repayment schedule under a plan by an approved nonprofit budgeting and credit counseling agency. (Married debtors filing under chapter 12 or chapter 13 must include payments by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF CREDITOR	DATES OF PAYMENTS	AMOUNT PAID	AMOUNT STILL OWING
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None ☐ b. *Debtor whose debts are not primarily consumer debts:* List each payment or other transfer to any creditor made within **90 days** immediately preceding the commencement of the case unless the aggregate value of all property that constitutes or is affected by such transfer is less than \$5,850*. If the debtor is an individual, indicate with an asterisk (*) any payments that were made to a creditor on account of a domestic support obligation or as part of an alternative repayment schedule under a plan by an approved nonprofit budgeting and credit counseling agency. (Married debtors filing under chapter 12 or chapter 13 must include payments and other transfers by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF CREDITOR	DATES OF PAYMENTS/ TRANSFERS	AMOUNT PAID OR VALUE OF TRANSFERS	AMOUNT STILL OWING
Adams, Hendon, Carson, Crow & Saenger PO Box 2714 Asheville, NC 28802	6/24/11, 7/29/11, 8/12/11	\$1,380.00	\$0.00
Alberts Organics 6272 McIntosh Rd. Sarasota, FL 34238	6/3/11, 6/6/11, 6/10/11, 6/17/11, 6/23/11, 6/28/11, 7/1/11, 7/8/11, 7/15/11, 7/22/11, 7/29/11, 8/5/11, 8/12/11	\$48,081.87	\$0.00
Allison Holtz	5/27/11, 6/10/11, 6/17/11, 6/23/11, 6/28/11, 7/1/11, 7/8/11, 7/15/11, 7/22/11, 7/29/11, 8/5/11, 8/12/11	\$14,288.57	\$0.00
Annie's Naturally Bakery 506 West Main St. Sylva, NC 28779	5/27/11, 6/24/11, 7/1/11, 7/8/11, 7/22/11, 7/29/11, 8/5/11, 8/12/11, 8/17/11	\$4,746.27	\$0.00
Atlanta Foods	6/2/11, 7/1/11, 8/4/11	\$3,053.75	\$0.00
Aubrey Organics	7/1/11, 7/29/11	\$964.48	\$0.00
Barlean's Organic Oils LLC 4936 Lake Terrel Rd Ferndale, WA 98248	7/1/11, 7/8/11	\$1,093.70	\$0.00
Blantyre Growers 6100 Hendersonville Hwy Pisgah Forest, NC 28768	5/24/11, 6/1/11, 6/13/11, 6/23/11, 7/7/11, 7/29/11	\$610.45	\$0.00
Blue Bonnet Nutrition Corporation 12915 Dary Ashford Sugar Land, TX 77478	6/30/11	\$715.82	\$0.00
Blue Mountain Distribution 308 Rosscraggon Rd. Arden, NC 28704	6/3/11	\$610.59	\$0.00

* Amount subject to adjustment on 4/01/13, and every three years thereafter with respect to cases commenced on or after the date of adjustment.

NAME AND ADDRESS OF CREDITOR	DATES OF PAYMENTS/ TRANSFERS	AMOUNT PAID OR VALUE OF TRANSFERS	AMOUNT STILL OWING
Blue Water Seafood Company 532 Kanuga Street Hendersonville, NC 28739	5/25/11, 6/1/11, 6/9/11, 6/14/11, 6/27/11, 7/5/11, 7/12/11, 7/19/11, 7/25/11, 8/1/11, 8/4/11, 8/8/11, 8/16/11, 8/17/11	\$7,414.73	\$0.00
Brasstown Beef, LLC 1690 Brasstown Rd. Brasstown, NC 28902	5/27/11, 6/24/11, 7/1/11, 7/8/11, 7/15/11, 7/22/11, 7/27/11, 7/29/11, 8/5/11, 8/12/11, 8/17/11	\$27,459.88	\$0.00
Budweiser of Asheville PO Box 817 Skyland, NC 28776	5/25/11, 6/1/11, 6/8/11, 6/15/11, 6/17/11, 6/23/11, 6/29/11, 7/6/11, 7/7/11, 7/13/11, 7/20/11, 7/27/11, 8/3/11, 8/10/11, 8/17/11	\$2,675.81	\$0.00
Busy Bee Farm, LLC 1065 Whitmire Rd. Brevard, NC 28712	6/3/11, 6/10/11, 7/8/11, 7/15/11, 7/22/11, 7/29/11, 8/5/11, 8/12/11, 8/17/11	\$6,798.49	\$0.00
Capital One Bankruptcy Department P.O. Box 85167 Richmond, VA 23285	6/1/11, 6/3/11, 6/21/11, 6/22/11, 6/27/11, 7/8/11, 7/25/11, 8/1/11, 8/9/11	\$10,508.00	\$0.00
Carol Skogen	7/15/11, 7/18/11, 7/19/11, 7/28/11, 8/4/11, 8/15/11, 8/16/11	\$847.30	\$0.00
Carolina Bison 3 Westside Drive Asheville, NC 28806	5/27/11, 6/3/11, 6/14/11, 6/24/11, 7/1/11, 7/8/11, 7/22/11, 7/29/11, 8/12/11, 8/17/11	\$8,229.50	\$0.00
Carolina Home Lift PO Box 6511 Hendersonville, NC 28793	8/12/11	\$635.00	\$0.00
Carolina's Best Inc 970 Holly Spring Church Rd. Inman, SC 29349	6/6/11	\$710.00	\$0.00
Cathy's Creek Electric, LLC PO Box 602 Brevard, NC 28712	5/27/11, 6/24/11	\$906.74	\$0.00
Cintas Corp. #223 9-B National Avenue Fletcher, NC 28732	6/3/11, 7/1/11, 8/5/11	\$2,132.11	\$0.00
City of Brevard 95 West Main Street Brevard, NC 28712	6/20/11, 7/19/11, 8/17/11	\$2,011.12	\$0.00
Closs Distribution PO Box 726 Charlotte, NC 28258	5/27/11, 7/1/11, 7/22/11	\$1,500.00	\$0.00
Comporium PO Box 33069 Charlotte, NC 28233	5/25/11, 6/22/11, 7/25/11, 8/17/11	\$1,549.58	\$0.00
Copy Works 146 N Caldwell St Brevard, NC 28712	6/24/11, 7/29/11, 8/5/11, 8/17/11	\$1,545.35	\$0.00
Dade Paper & Bag Co. 6918 Presidents Drive Orlando, FL 32809	5/26/11, 6/9/11, 6/15/11, 6/23/11, 6/30/11, 7/6/11, 7/19/11, 7/27/11, 8/10/11	\$11,886.93	\$0.00

NAME AND ADDRESS OF CREDITOR	DATES OF PAYMENTS/ TRANSFERS	AMOUNT PAID OR VALUE OF TRANSFERS	AMOUNT STILL OWING
DBA McCartney Produce Company PO Box 219 Charlotte, NC 28242	5/25/11, 6/1/11, 6/21/11, 7/29/11, 8/3/11, 8/17/11	\$1,282.00	\$0.00
Dennis Hulsing Hulsing Hotels 1 Resort Drive Asheville, NC 28806	6/30/11, 7/14/11, 8/11/11	\$30,000.00	\$0.00
Destiny Organics 16 Forest Pkwy Bldg E Forest Park, GA 30297	5/27/11, 6/24/11, 7/8/11, 7/15/11	\$3,287.70	\$0.00
Dionysus 3216 Spottswood Rd. Ste. 115 Raleigh, NC 27615	6/1/11, 6/3/11, 6/10/11, 6/17/11, 6/24/11, 7/1/11, 7/8/11, 7/15/11, 7/22/11, 7/29/11, 8/5/11, 8/12/11, 8/19/11	\$2,187.26	\$0.00
Donna H Halter	6/9/11, 7/7/11, 7/10/11, 7/18/11, 8/8/11	\$1,354.15	\$0.00
Duke Energy PO Box 70515 Charlotte, NC 28272	5/27/11, 7/6/11, 8/9/11, 8/17/11	\$15,459.30	\$0.00
Elizabeth Rose	5/27/11, 6/3/11, 6/24/11, 7/1/11, 7/8/11, 7/15/11, 7/22/11, 8/5/11, 8/17/11	\$3,562.45	\$0.00
Ellis Farms - Jerry Ellis 195 Fax Jones Dr. Hendersonville, NC 28792	6/24/11, 7/1/11, 7/8/11, 7/12/11, 8/17/11	\$1,898.00	\$0.00
Empire Distributing 10 Walden Drive Arden, NC 28704	5/24/11-8/19/11 (41 payments)	\$14,408.31	\$0.00
Enzymedica 725 Tamiami Trail Port Charlotte, FL 33953	7/15/11	\$650.37	\$0.00
Eric Hudgens	6/17/11, 7/1/11, 8/5/11	\$663.00	\$0.00
Euro USA VA Inc 4481 Johnston Pkwy Cleveland, OH 44128	5/27/11, 6/3/11, 6/24/11, 7/1/11, 7/8/11, 7/15/11, 7/22/11, 7/29/11, 8/5/11, 8/17/11	\$14,018.55	\$0.00
Everett Farms Natural Beef 1636 Everett Rd. Pisgah Forest, NC 28768	5/27/11 - 8/17/11 (11 payments)	\$12,954.47	\$0.00
Falcon Trading Company 423 Salinas Rd. Watsonville, CA 95076	7/8/11, 7/22/11	\$630.81	\$0.00
Freedom Beverage 3825 W Market Street Suite 100 Greensboro, NC 27407	5/24/11 - 8/18/11 (14 Payments)	\$2,334.02	\$0.00
Frontier Natural Products PO Box 2296 Cedar Rapids, IA 52406	5/23/11, 6/14/11, 7/18/11, 8/2/11	\$3,334.64	\$0.00
FRS Asheville LLC 23 Ashland Dr Asheville, NC 28801	6/9/11, 6/24/11, 8/11/11	\$643.52	\$0.00

NAME AND ADDRESS OF CREDITOR	DATES OF PAYMENTS/ TRANSFERS	AMOUNT PAID OR VALUE OF TRANSFERS	AMOUNT STILL OWING
Gabler, Molis & Toland, PA 32 Orange Street Asheville, NC 28801	7/1/11, 7/29/11, 8/12/11	\$2,345.00	\$0.00
Gaia Herbs Inc 3018 Solution Ctr Lockbox #773018 Chicago, IL 60677	5/27/11, 6/17/11, 7/8/11, 7/15/11, 8/5/11	\$4,645.98	\$0.00
Garden of Life	5/27/11,	\$1,190.70	\$0.00
GDS of Asheville #693 PO Box 9001099 Louisville, KY 40290	5/27/11, 6/10/11, 7/8/11, 7/29/11	\$1,884.61	\$0.00
Gladheart Farms LLC 29 Lora Lane Asheville, NC 28803	5/26/11, 6/3/11, 6/14/11, 6/24/11, 7/1/11, 7/8/11, 8/5/11	\$2,740.60	\$0.00
Grapevine of NC 4375 Republic Court Charlotte, NC 28207	5/27/11, 6/10/11, 6/17/11, 6/28/11, 6/30/11, 7/1/11, 7/8/11, 7/12/11, 7/22/11, 7/27/11	\$1,720.69	\$0.00
Guardian PO Box 95101 Chicago, IL 60694	6/1/11, 7/1/11, 8/5/11	\$1,426.89	\$0.00
Gulfstream Communications WNC Magazine P.O. Box 1330 Asheville, NC 28802	6/10/11, 7/1/11, 7/8/11, 7/22/11	\$660.00	\$0.00
Haddon House Food Products Inc PO Box 907 Medford, NJ 08055	6/2/11, 6/23/11, 7/7/11, 7/14/11, 7/28/11, 8/4/11	\$3,084.69	\$0.00
Halpern's Steak & Seafood PO Box 116421 Atlanta, GA 30368	5/25/11, 6/1/11, 6/8/11, 6/15/11, 6/23/11, 6/29/11, 7/6/11, 7/13/11, 7/20/11, 7/27/11, 8/3/11, 8/10/11, 8/17/11	\$22,617.32	\$0.00
Hawksridge Farms Inc PO Box 3349 Hickory, NC 28603	6/24/11, 7/1/11	\$1,473.16	\$0.00
Hot Shots 4733 Dwight Evans Rd. Charlotte, NC 28217	6/2/11, 7/27/11	\$1,246.76	\$0.00
Hubert Company 25401 Network Place Chicago, IL 60673	6/24/11, 7/22/11, 8/12/11	\$1,008.20	\$0.00
Jarrow Formulas 1824 So Robertson Blvd Los Angeles, CA 90035	6/2/11, 6/24/11, 7/22/11	\$1,614.35	\$0.00
Jeff Flynn	5/27/11-8/15/11 (11 Payments)	\$3,440.00	\$0.00
Kinsman Co. Warehouse 6805 Easton Rd. PO Box 428 Pipersville, PA 18947	6/14/11, 6/17/11	\$2,100.19	\$0.00

NAME AND ADDRESS OF CREDITOR	DATES OF PAYMENTS/ TRANSFERS	AMOUNT PAID OR VALUE OF TRANSFERS	AMOUNT STILL OWING
Larry's Beans 1507 Gavin St Raleigh, NC 27608	5/27/11, 6/17/11, 6/24/11, 7/1/11, 7/8/11, 7/22/11, 7/29/11, 8/5/11, 8/12/11	\$4,887.27	\$0.00
LCA Bank Corporation PO Box 1650 Troy, MI 48099	6/28/11, 7/20/11, 8/23/11	\$8,196.37	\$0.00
Linda's Plants 256 Stepp Acres Lane Hendersonville, NC 28792	5/27/11, 6/3/11, 6/24/11, 7/1/11, 7/8/11, 7/15/11, 7/22/11, 7/29/11	\$3,402.00	\$0.00
Liz Lovely Inc 167 Mad River Canoe Rd Unit 15 Waitsfield, VT 05673	6/17/11, 7/15/11, 8/12/11	\$785.75	\$0.00
Martin Nursery 1924 Bramlett Church Rd. Gray Court, SC 29645	6/10/11	\$1,122.69	\$0.00
McGuire, Wood & Bissette, PA P.O. Box 3180 Asheville, NC 28802-3180	7/1/11, 7/15/11	\$2,083.14	\$0.00
Michael Lance	6/3/11, 6/21/11, 6/27/11, 7/6/11, 7/19/11, 8/1/11, 8/5/11, 8/16/11, 8/17/11	\$1,011.86	\$0.00
MRF Deli Provisions 2400 N Liberty Street Winston Salem, NC 27105	5/25/11, 5/31/11, 6/7/11, 6/14/11, 6/21/11, 6/27/11, 7/5/11, 7/11/11, 7/18/11, 7/25/11, 8/1/11, 8/8/11, 8/15/11, 8/22/11	\$27,282.62	\$0.00
Mutual Distributing Co. 130 Oval Rd. Arden, NC 28704	5/24/11-8/19/11 (28 Payments)	\$13,685.29	\$0.00
Natural Organics 548 Broadhollow Rd. Melville, NY 11747	6/9/11, 6/10/11, 6/27/11, 7/7/11, 7/21/11, 8/1/11, 8/9/11	\$2,556.76	\$0.00
North Carolina Department of Revenue P.O. Box 25000 Raleigh, NC 27640-0950	6/20/11, 7/20/11, 8/19/11	\$51,434.36	\$0.00
New Chapter PO Box 6055 Brattleboro, VT 05302	6/17/11, 6/24/11	\$1,012.25	\$0.00
Next Generation Beer Co 15 Buxton Ave Asheville, NC 28801	5/25/11, 6/1/11, 6/11/11, 6/15/11, 6/23/11, 7/6/11, 7/9/11, 7/20/11, 7/27/11, 8/3/11	\$1,609.84	\$0.00
Nordic Naturals 111 Jennings Drive Watsonville, CA 95076	5/27/11, 6/29/11, 8/5/11	\$2,147.82	\$0.00
Now Foods 395 South Glen Ellyn Rd. Bloomington, IL 60108	5/25/11, 6/10/11, 7/14/11, 7/15/11, 7/29/11	\$3,243.45	\$0.00
Nutraceutical Distribution PO Box 12850 Ogden, UT 84412	5/27/11, 6/3/11, 6/10/11, 6/24/11, 7/1/11, 7/8/11, 7/15/11, 7/22/11, 8/5/11	\$4,993.36	\$0.00

NAME AND ADDRESS OF CREDITOR	DATES OF PAYMENTS/ TRANSFERS	AMOUNT PAID OR VALUE OF TRANSFERS	AMOUNT STILL OWING
Odwalla Inc PO Box 60000 San Francisco, CA 94160	6/24/11, 7/8/11, 7/22/11, 8/5/11	\$911.44	\$0.00
One Source Magazine Dist LLC Dept 2173 Denver, CO 80291	5/27/11, 6/3/11, 6/17/11, 7/1/11, 7/15/11, 7/22/11, 8/5/11	\$2,520.49	\$0.00
Paramount Produce 1146 Old US Hwy 25 Zirconia, NC 28790	5/27/11-8/22/11 (17 payments)	\$20,714.50	\$0.00
Pisgah Brewing Company 150 Eastside business Park Dr. Black Mountain, NC 28711	6/1/11, 6/15/11, 6/29/11, 7/13/11, 7/27/11, 8/10/11	\$1,923.00	\$0.00
Preston Woodruff 312 Hilt St. Brevard, NC 28712	6/7/11, 6/14/11, 6/21/11, 7/5/11, 7/13/11, 7/18/11, 8/1/11, 8/8/11	\$1,866.00	\$0.00
PSNC Energy P.O. Box 100256 Columbia, SC 29202	6/14/11, 7/19/11, 8/17/11	\$2,348.00	\$0.00
Queen City Pastry 137 Speedway Blvd Black Mountain, NC 28711	5/27/11, 6/3/11, 6/24/11, 7/1/11, 7/8/11, 7/15/11, 7/22/11, 7/29/11, 8/17/11	\$7,380.73	\$0.00
Queen's Produce Berry Farm 305 Davidson River Rd. Pisgah Forest, NC 28768	6/8/11, 7/22/11, 8/5/11, 8/17/11	\$633.52	\$0.00
RC Bottling Co of Asheville PO Box 1045 Arden, NC 28704	6/7/11, 6/14/11, 6/21/11, 6/28/11, 7/6/11, 7/12/11, 7/26/11, 8/2/11, 8/9/11	\$1,282.65	\$0.00
Ray's Refrigeration PO Box 745 Weaverville, NC 28787	6/24/11, 7/1/11, 7/8/11, 7/29/11, 8/12/11	\$2,779.89	\$0.00
Rebecca Frankwicz	6/10/11, 7/5/11, 7/13/11, 7/22/11, 7/25/11, 8/5/11	\$2,291.99	\$0.00
Renew Life 198 Palm Harbor Blvd Palm Harbor, FL 34683	6/20/11, 7/29/11, 8/5/11	\$1,126.95	\$0.00
RGIS Inventory Specialists PO Box 77631 Detroit, MI 48277	5/27/11, 7/29/11, 8/5/11, 8/12/11	\$1,255.66	\$0.00
Roots Organic Gourmet 166 West Haywood St Asheville, NC 28801	5/27/11, 6/3/11, 6/24/11, 7/8/11, 7/22/11, 8/5/11, 8/17/11	\$4,401.39	\$0.00
Sami's Bakery 2399 East Busch Blvd Tampa, FL 33612	6/1/11, 6/10/11, 6/14/11, 6/21/11, 7/19/11, 7/26/11, 8/3/11, 8/4/11, 8/10/11	\$3,981.83	\$0.00
Select Nutrition	6/3/11, 6/10/11, 7/8/11, 8/5/11	\$3,310.17	\$0.00
Skyland Distributing PO Box 17008 Overland Industrial Blvd. Asheville, NC 28806	5/24/11-8/19/11 (28 payments)	\$22,524.05	\$0.00

NAME AND ADDRESS OF CREDITOR	DATES OF PAYMENTS/ TRANSFERS	AMOUNT PAID OR VALUE OF TRANSFERS	AMOUNT STILL OWING
Solgar Vitamin & Herb 500 Willow Tree Rd. Rahway, NJ 07065	6/24/11, 7/22/11	\$753.67	\$0.00
Southeast Pet 8005 Second Flag Dr. SW Austell, GA 30168	5/27/11, 6/16/11, 6/29/11, 7/6/11, 7/13/11, 7/19/11, 7/26/11, 8/3/11, 8/10/11, 8/16/11	\$10,029.91	\$0.00
Southern Foods Group, LLC PO Box 39088 Greensboro, NC 27438	5/27/11, 6/3/11, 6/10/11, 6/17/11, 6/24/11, 7/1/11, 7/8/11, 7/15/11, 7/22/11, 7/29/11, 8/5/11, 8/12/11, 8/17/11, 8/19/11	\$36,718.04	\$0.00
Sow True Seed	7/1/11, 8/5/11	\$880.44	\$0.00
Stone Age Creations LTD 40 S Main St. New London, OH 44851	6/10/11, 7/8/11	\$1,618.25	\$0.00
Straus Park Landscaping 41 Park Ave Brevard, NC 28712	6/24/11, 7/1/11, 7/8/11, 7/18/11, 7/29/11	\$2,115.00	\$0.00
Summit Pet Product Dist. 420 N Chimney Rock Rd. Greensboro, NC 27401	6/2/11, 6/8/11, 6/24/11, 6/29/11, 7/13/11, 7/20/11, 8/3/11, 8/10/11	\$8,157.66	\$0.00
Sunburst Trout Co, LLC PO Box 1484 Waynesville, NC 28786	5/24/11, 6/1/11, 6/8/11, 6/17/11, 6/21/11, 6/29/11, 7/6/11, 7/15/11, 7/19/11, 7/26/11, 8/1/11, 8/10/11, 8/16/11, 8/17/11	\$7,817.40	\$0.00
The Brown Bean Coffee Roasters 57 W Main Street Brevard, NC 28712	5/27/11, 6/3/11, 6/24/11, 7/1/11, 7/15/11, 7/22/11, 8/5/11, 8/12/11	\$3,953.35	\$0.00
The Country Vintner of NC 7347 W Friendly Ave Suite D Greensboro, NC 27410	6/2/11, 7/14/11, 5/26/11, 6/9/11, 6/16/11, 6/23/11, 6/30/11, 7/7/11, 7/21/11, 7/28/11, 8/4/11, 8/11/11, 8/18/11	\$4,993.14	\$0.00
The Fisherman's Catch 919 E Union St Brevard, NC 28712	5/27/11, 6/3/11, 6/10/11, 6/24/11, 7/1/11, 7/8/11, 7/15/11, 7/22/11, 7/29/11, 8/5/11, 8/12/11, 8/17/11	\$7,711.83	\$0.00
The Hartford 8711 University East Drive Charlotte, NC 28213	6/10/11, 7/11/11, 8/11/11	\$2,912.07	\$0.00
The Transylvania Times P.O. Box 32 Brevard, NC 28712	5/27/11, 7/29/11, 8/12/11, 8/17/11	\$1,280.62	\$0.00
Theros Olive Oil, LLC 11 Gigagei Court Brevard, NC 28712	5/31/11, 7/11/11	\$600.00	\$0.00
Threshold Enterprises LTD 23 Janis Rd. Scotts Valley, CA 95066	6/20/11, 7/21/11, 8/8/11	\$1,659.81	\$0.00

NAME AND ADDRESS OF CREDITOR	DATES OF PAYMENTS/ TRANSFERS	AMOUNT PAID OR VALUE OF TRANSFERS	AMOUNT STILL OWING
Tree of Life Inc PO Box 905981 Charlotte, NC 28290	5/27/11, 6/1/11, 6/6/11, 6/14/11, 6/21/11, 6/27/11, 6/29/11, 7/5/11, 7/12/11, 7/19/11, 7/26/11, 8/3/11, 8/10/11, 8/17/11	\$24,820.00	\$0.00
Tryon 4701 Stockholm Ct Charlotte, NC 28273	5/25/11-8/18/11 (26 payments)	\$19,574.27	\$0.00
US Food Service 125 Fort Mill Parkway Fort Mill, SC 29715	5/25/11-8/17/11 (14 payments)	\$34,995.31	\$0.00
UNFI PO Box 706 Keene, NH 03431	5/27/11-8/12/11 (12 payments)	\$142,691.00	\$0.00
Van Wingerden International 4112 Haywood Rd. Mills River, NC 28759	6/10/11, 6/24/11, 7/15/11, 7/22/11, 7/29/11	\$1,306.36	\$0.00
Wachovia P.O. Box 15019 Wilmington, DE 19886-5019	6/6/11, 7/6/11, 8/5/11	\$1,299.00	\$0.00
Wellpath Select Inc PO Box 6526 Carol Stream, IL 60197	6/3/11, 7/1/11, 8/5/11	\$8,088.52	\$0.00
Wisdom Beverage 3840 Kimwell Dr. Winston Salem, NC 27103	5/25/11, 6/1/11, 6/8/11, 6/15/11, 6/22/11, 6/29/11, 7/6/11, 7/13/11, 7/21/11, 7/27/11, 8/3/11, 8/10/11, 8/17/11	\$7,486.69	\$0.00
Wythe Will Distributing 3612 LaGrage Pkwy Toano, VA 23168	6/24/11, 7/1/11, 7/22/11, 8/1/11, 8/5/11	\$5,956.33	\$0.00
Lotus International Inc 5 Dairy Park Rd. Athens, GA 30607	8/5/11	\$720.52	\$0.00

None ☐ c. *All debtors:* List all payments made within **one year** immediately preceding the commencement of this case to or for the benefit of creditors who are or were insiders. (Married debtors filing under chapter 12 or chapter 13 must include payments by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF CREDITOR AND RELATIONSHIP TO DEBTOR	DATE OF PAYMENT	AMOUNT PAID	AMOUNT STILL OWING
Randy Baron 41 Park Avenue Brevard, NC 28712 President	Past 12 months. Mr. Baron periodically purchased items for the debtor and was reimbursed for those items in the usual course of business- typically on a weekly basis.	\$17,264.00	\$0.00

4. Suits and administrative proceedings, executions, garnishments and attachments

None ☐ a. List all suits and administrative proceedings to which the debtor is or was a party within **one year** immediately preceding the filing of this bankruptcy case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

CAPTION OF SUIT AND CASE NUMBER	NATURE OF PROCEEDING	COURT OR AGENCY AND LOCATION	STATUS OR DISPOSITION
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None ☐ b. Describe all property that has been attached, garnished or seized under any legal or equitable process within **one year** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning property of either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF PERSON FOR WHOSE BENEFIT PROPERTY WAS SEIZED	DATE OF SEIZURE	DESCRIPTION AND VALUE OF PROPERTY
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5. Repossessions, foreclosures and returns

None ☐ List all property that has been repossessed by a creditor, sold at a foreclosure sale, transferred through a deed in lieu of foreclosure or returned to the seller, within **one year** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning property of either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF CREDITOR OR SELLER	DATE OF REPOSSESSION, FORECLOSURE SALE, TRANSFER OR RETURN	DESCRIPTION AND VALUE OF PROPERTY
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6. Assignments and receiverships

None ☐ a. Describe any assignment of property for the benefit of creditors made within **120 days** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include any assignment by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF ASSIGNEE	DATE OF ASSIGNMENT	TERMS OF ASSIGNMENT OR SETTLEMENT
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None ☐ b. List all property which has been in the hands of a custodian, receiver, or court-appointed official within **one year** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning property of either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF CUSTODIAN	NAME AND LOCATION OF COURT CASE TITLE & NUMBER	DATE OF ORDER	DESCRIPTION AND VALUE OF PROPERTY
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7. Gifts

None ☐ List all gifts or charitable contributions made within **one year** immediately preceding the commencement of this case except ordinary and usual gifts to family members aggregating less than \$200 in value per individual family member and charitable contributions aggregating less than \$100 per recipient. (Married debtors filing under chapter 12 or chapter 13 must include gifts or contributions by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF PERSON OR ORGANIZATION	RELATIONSHIP TO DEBTOR, IF ANY	DATE OF GIFT	DESCRIPTION AND VALUE OF GIFT
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8. Losses

None ☒ List all losses from fire, theft, other casualty or gambling within **one year** immediately preceding the commencement of this case **or since the commencement of this case**. (Married debtors filing under chapter 12 or chapter 13 must include losses by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

DESCRIPTION AND VALUE OF PROPERTY	DESCRIPTION OF CIRCUMSTANCES AND, IF LOSS WAS COVERED IN WHOLE OR IN PART BY INSURANCE, GIVE PARTICULARS	DATE OF LOSS
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9. Payments related to debt counseling or bankruptcy

None ☐ List all payments made or property transferred by or on behalf of the debtor to any persons, including attorneys, for consultation concerning debt consolidation, relief under the bankruptcy law or preparation of the petition in bankruptcy within **one year** immediately preceding the commencement of this case.

NAME AND ADDRESS OF PAYEE	DATE OF PAYMENT, NAME OF PAYOR IF OTHER THAN DEBTOR	AMOUNT OF MONEY OR DESCRIPTION AND VALUE OF PROPERTY
Kight Law Office, PC 7 Orchard Street, Suite 100 Asheville, NC 28801		\$12,000.00

10. Other transfers

None ☒ a. List all other property, other than property transferred in the ordinary course of the business or financial affairs of the debtor, transferred either absolutely or as security within **two years** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include transfers by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF TRANSFEREE, RELATIONSHIP TO DEBTOR	DATE	DESCRIBE PROPERTY TRANSFERRED AND VALUE RECEIVED
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None ☒ b. List all property transferred by the debtor within **ten years** immediately preceding the commencement of this case to a self-settled trust or similar device of which the debtor is a beneficiary.

NAME OF TRUST OR OTHER DEVICE	DATE(S) OF TRANSFER(S)	AMOUNT OF MONEY OR DESCRIPTION AND VALUE OF PROPERTY OR DEBTOR'S INTEREST IN PROPERTY
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11. Closed financial accounts

None ☒ List all financial accounts and instruments held in the name of the debtor or for the benefit of the debtor which were closed, sold, or otherwise transferred within **one year** immediately preceding the commencement of this case. Include checking, savings, or other financial accounts, certificates of deposit, or other instruments; shares and share accounts held in banks, credit unions, pension funds, cooperatives, associations, brokerage houses and other financial institutions. (Married debtors filing under chapter 12 or chapter 13 must include information concerning accounts or instruments held by or for either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF INSTITUTION	TYPE OF ACCOUNT, LAST FOUR DIGITS OF ACCOUNT NUMBER, AND AMOUNT OF FINAL BALANCE	AMOUNT AND DATE OF SALE OR CLOSING
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12. Safe deposit boxes

None ☐ List each safe deposit or other box or depository in which the debtor has or had securities, cash, or other valuables within **one year** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include boxes or depositories of either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF BANK OR OTHER DEPOSITORY	NAMES AND ADDRESSES OF THOSE WITH ACCESS TO BOX OR DEPOSITORY	DESCRIPTION OF CONTENTS	DATE OF TRANSFER OR SURRENDER, IF ANY
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13. Setoffs

None ☐ List all setoffs made by any creditor, including a bank, against a debt or deposit of the debtor within **90 days** preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF CREDITOR	DATE OF SETOFF	AMOUNT OF SETOFF
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14. Property held for another person

None ☐ List all property owned by another person that the debtor holds or controls.

NAME AND ADDRESS OF OWNER	DESCRIPTION AND VALUE OF PROPERTY	LOCATION OF PROPERTY
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15. Prior address of debtor

None ☐ If the debtor has moved within **three years** immediately preceding the commencement of this case, list all premises which the debtor occupied during that period and vacated prior to the commencement of this case. If a joint petition is filed, report also any separate address of either spouse.

ADDRESS	NAME USED	DATES OF OCCUPANCY
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16. Spouses and Former Spouses

None ☐ If the debtor resides or resided in a community property state, commonwealth, or territory (including Alaska, Arizona, California, Idaho, Louisiana, Nevada, New Mexico, Puerto Rico, Texas, Washington, or Wisconsin) within **eight years** immediately preceding the commencement of the case, identify the name of the debtor's spouse and of any former spouse who resides or resided with the debtor in the community property state.

NAME

17. Environmental Information.

For the purpose of this question, the following definitions apply:

"Environmental Law" means any federal, state, or local statute or regulation regulating pollution, contamination, releases of hazardous or toxic substances, wastes or material into the air, land, soil, surface water, groundwater, or other medium, including, but not limited to, statutes or regulations regulating the cleanup of these substances, wastes, or material.

"Site" means any location, facility, or property as defined under any Environmental Law, whether or not presently or formerly owned or operated by the debtor, including, but not limited to, disposal sites.

"Hazardous Material" means anything defined as a hazardous waste, hazardous substance, toxic substance, hazardous material, pollutant, or contaminant or similar term under an Environmental Law

None ☐ a. List the name and address of every site for which the debtor has received notice in writing by a governmental unit that it may be liable or potentially liable under or in violation of an Environmental Law. Indicate the governmental unit, the date of the notice, and, if known, the Environmental Law:

SITE NAME AND ADDRESS	NAME AND ADDRESS OF GOVERNMENTAL UNIT	DATE OF NOTICE	ENVIRONMENTAL LAW
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None ☒ b. List the name and address of every site for which the debtor provided notice to a governmental unit of a release of Hazardous Material. Indicate the governmental unit to which the notice was sent and the date of the notice.

SITE NAME AND ADDRESS	NAME AND ADDRESS OF GOVERNMENTAL UNIT	DATE OF NOTICE	ENVIRONMENTAL LAW
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None ☒ c. List all judicial or administrative proceedings, including settlements or orders, under any Environmental Law with respect to which the debtor is or was a party. Indicate the name and address of the governmental unit that is or was a party to the proceeding, and the docket number.

NAME AND ADDRESS OF GOVERNMENTAL UNIT	DOCKET NUMBER	STATUS OR DISPOSITION
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18. Nature, location and name of business

None ☐ a. *If the debtor is an individual*, list the names, addresses, taxpayer identification numbers, nature of the businesses, and beginning and ending dates of all businesses in which the debtor was an officer, director, partner, or managing executive of a corporation, partner in a partnership, sole proprietor, or was self-employed in a trade, profession, or other activity either full- or part-time within **six years** immediately preceding the commencement of this case, or in which the debtor owned 5 percent or more of the voting or equity securities within **six years** immediately preceding the commencement of this case.

If the debtor is a partnership, list the names, addresses, taxpayer identification numbers, nature of the businesses, and beginning and ending dates of all businesses in which the debtor was a partner or owned 5 percent or more of the voting or equity securities, within **six years** immediately preceding the commencement of this case.

If the debtor is a corporation, list the names, addresses, taxpayer identification numbers, nature of the businesses, and beginning and ending dates of all businesses in which the debtor was a partner or owned 5 percent or more of the voting or equity securities within **six years** immediately preceding the commencement of this case.

NAME	LAST FOUR DIGITS OF SOCIAL-SECURITY OR OTHER INDIVIDUAL TAXPAYER-I.D. NO. (ITIN)/ COMPLETE EIN	ADDRESS	NATURE OF BUSINESS	BEGINNING AND ENDING DATES
Poppies, A Gourmet Farmer's Market	20-2506034	1 Market Street Brevard, NC 28712	Farmer's Market/Grocery	June 2006-present

None ☒ b. Identify any business listed in response to subdivision a., above, that is "single asset real estate" as defined in 11 U.S.C. § 101.

NAME	ADDRESS
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The following questions are to be completed by every debtor that is a corporation or partnership and by any individual debtor who is or has been, within **six years** immediately preceding the commencement of this case, any of the following: an officer, director, managing executive, or owner of more than 5 percent of the voting or equity securities of a corporation; a partner, other than a limited partner, of a partnership, a sole proprietor, or self-employed in a trade, profession, or other activity, either full- or part-time.

(An individual or joint debtor should complete this portion of the statement **only** if the debtor is or has been in business, as defined above, within six years immediately preceding the commencement of this case. A debtor who has not been in business within those six years should go directly to the signature page.)

19. Books, records and financial statements

None ☐ a. List all bookkeepers and accountants who within **two years** immediately preceding the filing of this bankruptcy case kept or supervised the keeping of books of account and records of the debtor.

NAME AND ADDRESS	DATES SERVICES RENDERED
Jim Petersen Petersen & Associates Inc 470 Asheville Highway Brevard, NC 28712	Accountant, 2005-2006

NAME AND ADDRESS

Jim Wood
Gabler Molis & Co
44 West Jordan St, Suite 7
Brevard, NC 28712

DATES SERVICES RENDERED

Accountant, 2006-2010

Wayne Kevitt
Gabler Molis & Co
190 S Caldwell St
Brevard, NC 28712

Accountant, 2010-Present

Bonnie Lucas
88 So. Forge Crest Dr.
Mills River, NC 28759

Bookkeeper, April 2006-Present

None ☒ b. List all firms or individuals who within the **two years** immediately preceding the filing of this bankruptcy case have audited the books of account and records, or prepared a financial statement of the debtor.

NAME

ADDRESS

DATES SERVICES RENDERED

None ☒ c. List all firms or individuals who at the time of the commencement of this case were in possession of the books of account and records of the debtor. If any of the books of account and records are not available, explain.

NAME

ADDRESS

None ☒ d. List all financial institutions, creditors and other parties, including mercantile and trade agencies, to whom a financial statement was issued by the debtor within **two years** immediately preceding the commencement of this case.

NAME AND ADDRESS

DATE ISSUED

20. Inventories

None ☐ a. List the dates of the last two inventories taken of your property, the name of the person who supervised the taking of each inventory, and the dollar amount and basis of each inventory.

DATE OF INVENTORY
June 2011

INVENTORY SUPERVISOR
Randy Baron

DOLLAR AMOUNT OF INVENTORY
 (Specify cost, market or other basis)
\$350,000. Market basis.

None ☐ b. List the name and address of the person having possession of the records of each of the two inventories reported in a., above.

DATE OF INVENTORY
June 2011

NAME AND ADDRESSES OF CUSTODIAN OF INVENTORY
 RECORDS
Randy Baron
41 Park Avenue
Brevard, NC 28712

21 . Current Partners, Officers, Directors and Shareholders

None ☐ a. If the debtor is a partnership, list the nature and percentage of partnership interest of each member of the partnership.

NAME AND ADDRESS
Randy Baron
41 Park Ave
Brevard, NC 28712

NATURE OF INTEREST
Co-Owner

PERCENTAGE OF INTEREST
50%

Joe DePippo
83 Stone Creek Trail
Brevard, NC 28712

Co-Owner

50%

None ☐ b. If the debtor is a corporation, list all officers and directors of the corporation, and each stockholder who directly or indirectly owns, controls, or holds 5 percent or more of the voting or equity securities of the corporation.

NAME AND ADDRESS	TITLE	NATURE AND PERCENTAGE OF STOCK OWNERSHIP
Randy Baron 41 Park Avenue Brevard, NC 28712	President	50% equity ownership
Joseph DePippo 83 Stone Creek Trail Brevard, NC 28712	Treasurer	50% equity ownership
Joy Ann Baron 41 Park Avenue Brevard, NC 28712	Secretary	0%
Nancy DePippo 83 Stone Creek Trail Brevard, NC 28712	Vice President	0%

22 . Former partners, officers, directors and shareholders

None ☒ a. If the debtor is a partnership, list each member who withdrew from the partnership within **one year** immediately preceding the commencement of this case.

NAME	ADDRESS	DATE OF WITHDRAWAL
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None ☒ b. If the debtor is a corporation, list all officers, or directors whose relationship with the corporation terminated within **one year** immediately preceding the commencement of this case.

NAME AND ADDRESS	TITLE	DATE OF TERMINATION
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23 . Withdrawals from a partnership or distributions by a corporation

None ☒ If the debtor is a partnership or corporation, list all withdrawals or distributions credited or given to an insider, including compensation in any form, bonuses, loans, stock redemptions, options exercised and any other perquisite during **one year** immediately preceding the commencement of this case.

NAME & ADDRESS OF RECIPIENT, RELATIONSHIP TO DEBTOR	DATE AND PURPOSE OF WITHDRAWAL	AMOUNT OF MONEY OR DESCRIPTION AND VALUE OF PROPERTY
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24. Tax Consolidation Group.

None ☒ If the debtor is a corporation, list the name and federal taxpayer identification number of the parent corporation of any consolidated group for tax purposes of which the debtor has been a member at any time within **six years** immediately preceding the commencement of the case.

NAME OF PARENT CORPORATION	TAXPAYER IDENTIFICATION NUMBER (EIN)
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25. Pension Funds.

None ☒ If the debtor is not an individual, list the name and federal taxpayer-identification number of any pension fund to which the debtor, as an employer, has been responsible for contributing at any time within **six years** immediately preceding the commencement of the case.

NAME OF PENSION FUND	TAXPAYER IDENTIFICATION NUMBER (EIN)
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DECLARATION UNDER PENALTY OF PERJURY ON BEHALF OF CORPORATION OR PARTNERSHIP

I declare under penalty of perjury that I have read the answers contained in the foregoing statement of financial affairs and any attachments thereto and that they are true and correct to the best of my knowledge, information and belief.

Date September 1, 2011

Signature /s/ Randy Baron
Randy Baron
President

[An individual signing on behalf of a partnership or corporation must indicate position or relationship to debtor.]

Penalty for making a false statement: Fine of up to \$500,000 or imprisonment for up to 5 years, or both. 18 U.S.C. §§ 152 and 3571

United States Bankruptcy Court
Western District of North Carolina

In re Poppies, A Gourmet Farmers Market, Inc.

Debtor(s)

Case No.

Chapter 11

DISCLOSURE OF COMPENSATION OF ATTORNEY FOR DEBTOR(S)

1. Pursuant to 11 U.S.C. § 329(a) and Bankruptcy Rule 2016(b), I certify that I am the attorney for the above-named debtor and that compensation paid to me within one year before the filing of the petition in bankruptcy, or agreed to be paid to me, for services rendered or to be rendered on behalf of the debtor(s) in contemplation of or in connection with the bankruptcy case is as follows:

For legal services, I have agreed to accept	\$	<u>12,000.00</u>
Prior to the filing of this statement I have received	\$	<u>12,000.00</u>
Balance Due	\$	<u>0.00</u>

2. The source of the compensation paid to me was:

☒ Debtor ☐ Other (specify):

3. The source of compensation to be paid to me is:

☒ Debtor ☐ Other (specify):

4. ☒ I have not agreed to share the above-disclosed compensation with any other person unless they are members and associates of my law firm.

☐ I have agreed to share the above-disclosed compensation with a person or persons who are not members or associates of my law firm. A copy of the agreement, together with a list of the names of the people sharing in the compensation is attached.

5. In return for the above-disclosed fee, I have agreed to render legal service for all aspects of the bankruptcy case, including:

- a. Analysis of the debtor's financial situation, and rendering advice to the debtor in determining whether to file a petition in bankruptcy;
- b. Preparation and filing of any petition, schedules, statement of affairs and plan which may be required;
- c. Representation of the debtor at the meeting of creditors and confirmation hearing, and any adjourned hearings thereof;
- d. [Other provisions as needed]

Negotiations with secured creditors to reduce to market value; exemption planning; preparation and filing of reaffirmation agreements and applications as needed; preparation and filing of motions pursuant to 11 USC 522(f)(2)(A) for avoidance of liens on household goods.

6. By agreement with the debtor(s), the above-disclosed fee does not include the following service:

Representation of the debtors in any dischargeability actions, judicial lien avoidances, relief from stay actions or any other adversary proceeding.

CERTIFICATION

I certify that the foregoing is a complete statement of any agreement or arrangement for payment to me for representation of the debtor(s) in this bankruptcy proceeding.

Dated: September 1, 2011

/s/ D. Rodney Kight, Jr.

D. Rodney Kight, Jr. 26453

Kight Law Office

7 Orchard Street

Suite 100

Asheville, NC 28801

(828) 255-9881 Fax: (828) 255-9886

info@kightlaw.com

United States Bankruptcy Court
Western District of North Carolina

In re **Poppies, A Gourmet Farmers Market, Inc.**

Debtor

Case No. _____

Chapter **11**

LIST OF EQUITY SECURITY HOLDERS

Following is the list of the Debtor's equity security holders which is prepared in accordance with Rule 1007(a)(3) for filing in this chapter 11 case.

Name and last known address or place of business of holder	Security Class	Number of Securities	Kind of Interest
Joseph DePippo 83 Stone Creek Trail Brevard, NC 28712	Common	50%	Equity
Randy Baron 41 Park Avenue Brevard, NC 28712	Common	50%	Equity

DECLARATION UNDER PENALTY OF PERJURY ON BEHALF OF CORPORATION OR PARTNERSHIP

I, the President of the corporation named as the debtor in this case, declare under penalty of perjury that I have read the foregoing List of Equity Security Holders and that it is true and correct to the best of my information and belief.

Date **September 1, 2011**

Signature **/s/ Randy Baron**

Randy Baron
President

Penalty for making a false statement or concealing property: Fine of up to \$500,000 or imprisonment for up to 5 years or both.
18 U.S.C §§ 152 and 3571.

**United States Bankruptcy Court
Western District of North Carolina**

In re **Poppies, A Gourmet Farmers Market, Inc.**

Debtor(s)

Case No.
Chapter

11

VERIFICATION OF CREDITOR MATRIX

I, the President of the corporation named as the debtor in this case, hereby verify that the attached list of creditors is true and correct to the best of my knowledge.

Date: **September 1, 2011**

/s/ Randy Baron

Randy Baron/President

Signer/Title

Albert's Organics
200 Eagle Court
PO Box 624
Bridgeport, NJ 08014

Asheville Citizen Times
PO Box 677564
Dallas, TX 75267

Aubrey Organics
4419 N Manhattan Ave
Tampa, FL 33614

Barlean's Organic Oils LLC
4936 Lake Terrel Rd
Ferndale, WA 98248

Blue Mountain Distribution
308 Rosscraggon Rd.
Arden, NC 28704

Boiron USA
6 Campus Boulevard
Newtown Square, PA 19073

Bold Life
PO Box 1070
Flat Rock, NC 28731

Borsari Food Company
4357 Cowing Rd.
Lakewood, NY 14750

Capital One
Bankruptcy Department
P.O. Box 85167
Richmond, VA 23285

Cintas
PO Box 630803
Cincinnati, OH 45263

Closs Distribution
PO Box 726
Charlotte, NC 28258

Compendium Inc
600 N 36th St Suite 400
Seattle, WA 98103

Copy Works
146 N Caldwell St
Brevard, NC 28712

Dade Paper & Bag Co.
600 Hartman Industrial Ct SW #200
Austell, GA 30168

Dennis Hulsing
1 Resort Drive
Asheville, NC 28806

Direct Paper Supply
1400 Combermere Dr
Stockertown, PA 18083

Dr. Hauschka
20 Industrial Drive East
South Deerfield, MA 01373

Enzymedica
725 Tamiami Trail
Port Charlotte, FL 33953

Escazu Artizan Chocolates
936 North Blount St.
Raleigh, NC 27604

Euro USA VA Inc
4481 Johnston Pkwy
Cleveland, OH 44128

Gaia Herbs Inc
3018 Solution Ctr
Lockbox #773018
Chicago, IL 60677

GDS of Asheville #693
PO Box 9001099
Louisville, KY 40290

Gourmet Grocery, LLC
41 Park Avenue
Brevard, NC 28712

Gulfstream Communications
WNC Magazine
P.O. Box 1330
Asheville, NC 28802

IRS
320 Federal Place
Greensboro, NC 27401

IRS
P.O. Box 7346
Philadelphia, PA 19101-7346

Jarrow Formulas
1824 So Robertson Blvd
Los Angeles, CA 90035

Joseph DePippo
83 Stone Creek Trail
Brevard, NC 28712

King Bio Inc
3 Westside Drive
Asheville, NC 28806

LCA Bank Corporation
PO Box 1650
Troy, MI 48099

Lease Corporation of America
PO Box 965
Troy, MI 48099

Lotus International Inc
5 Dairy Park Rd.
Athens, GA 30607

McCartney Produce
PO Box 219
Charlotte, NC 28242

National Water Services, Inc
1217 Parkway Drive Unit B
Santa Fe, NM 87507

Natural Immunogenics Corp
3265 McNab Rd.
Pompano Beach, FL 33069

NC Department of Revenue
P.O. Box 1168
Raleigh, NC 27602

New Chapter
PO Box 6055
Brattleboro, VT 05302

Northern Exposure
2301 Circadian Way Suite 300
Santa Rosa, CA 95407

Nunaturals Inc
1110 West 2nd Ave #1
Eugene, OR 97402

Nutraceutical Distribution
PO Box 12850
Ogden, UT 84412

Odwalla Inc
PO Box 60000
San Francisco, CA 94160

One Source Magazine Dist LLC
Dept 2173
Denver, CO 80291

Ralph Crane

Randy Baron
41 Park Avenue
Brevard, NC 28712

Renew Life
198 Palm Harbor Blvd
Palm Harbor, FL 34683

Sammy Phillips Electric, Inc
PO Box 24519
Winston Salem, NC 27114

Sequel Naturals, Inc
#33 1833 Coast Meridian Rd.
Port Coquitlam
British Columbia, Canada V3C 6G5

Southern Foods Group, LLC
PO Box 39088
Greensboro, NC 27438

Straus Park Landscaping
41 Park Ave
Brevard, NC 28712

TD Bank NA
2810 S. Federal Highway
Fort Pierce, FL 34982

The Caldrea Company
MI 38
PO Box 9201
Minneapolis, MN 55480

Transylvania Co. Tax Collector
P.O. Box 747
Brevard, NC 28712

UNFI
PO Box 706
Keene, NH 03431

United Community Bank
P.O. Box 800
Murphy, NC 28906

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100 Otis Street
Room 233
Asheville, NC 28801

USA Today
305 Seaboard Ln Ste 301
Franklin, TN 37067

Valley Protiens
PO Box 643393
Cincinnati, OH 45264

Van Winkle Law Firm
Attn. Mark Pinkston
PO Box 7376
Asheville, NC 28802

Vibrant Health
403 Ashely Falls Rd.
Canaan, CT 06018

**United States Bankruptcy Court
Western District of North Carolina**

In re **Poppies, A Gourmet Farmers Market, Inc.**

Debtor(s)

Case No.
Chapter

11

CORPORATE OWNERSHIP STATEMENT (RULE 7007.1)

Pursuant to Federal Rule of Bankruptcy Procedure 7007.1 and to enable the Judges to evaluate possible disqualification or recusal, the undersigned counsel for **Poppies, A Gourmet Farmers Market, Inc.** in the above captioned action, certifies that the following is a (are) corporation(s), other than the debtor or a governmental unit, that directly or indirectly own(s) 10% or more of any class of the corporation's(s') equity interests, or states that there are no entities to report under FRBP 7007.1:

Joseph DePippo
83 Stone Creek Trail
Brevard, NC 28712

Randy Baron
41 Park Avenue
Brevard, NC 28712

☐ None [Check if applicable]

September 1, 2011

Date

/s/ D. Rodney Kight, Jr.

D. Rodney Kight, Jr. 26453

Signature of Attorney or Litigant

Counsel for **Poppies, A Gourmet Farmers Market, Inc.**

Kight Law Office

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Asheville, NC 28801

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